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**THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**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 to the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**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) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS ON THE PROPOSED A SHARE ISSUE;**  
**(2) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS AUTHORIZING THE BOARD TO DEAL WITH MATTERS RELATING TO THE PROPOSED A SHARE ISSUE;**  
**(3) PROVISION OF GUARANTEE IN RESPECT OF A FIXED ASSET LOAN TO SHANTOU COMPANY;**  
**(4) NOTICE OF EXTRAORDINARY GENERAL MEETING;**  
**(5) NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES; AND**  
**(6) NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES**

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A letter from the Board is set out on pages 4 to 17 of this circular.

The notices convening the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares, to be held at 16th Floor, Block B, Fukai Building, No. 19 Finance Street, Xicheng District, Beijing, the PRC on Monday, 26 February 2018 at 10:00 a.m. are set out on pages 20 to 28 of this circular.

If you intend to attend the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares, please complete and return the enclosed reply slips in accordance with the instructions printed thereon as soon as possible and in any event on or before Monday, 5 February 2018.

Whether or not you are able to attend the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares, please complete and return the enclosed proxy forms in accordance with the instructions as soon as possible and in any event not less than 24 hours before the time scheduled for holding such meetings (or any adjourned meetings thereof). Completion and delivery of the proxy forms shall not preclude you from attending and voting in person at the EGM, the Class Meeting for Holders of H Shares, the Class Meeting for Holders of Domestic Shares or any adjournments thereof should you so wish.

\* For identification purposes only

10 January 2018

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## CONTENTS

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|  | <i>Page</i> |
|--|-------------|
| <b>Definitions</b> .....   | 1           |
| <b>Letter from the Board</b> .....   | 4           |
| <b>Appendix 1 — Resolution on the Provision of Guarantee in Respect<br/>of the Application for Fixed Asset Loan by Shantou Company ...</b> | 18          |
| <b>Notice of Extraordinary General Meeting</b> .....   | 20          |
| <b>Notice of Class Meeting for Holders of H Shares</b> .....   | 23          |
| <b>Notice of Class Meeting for Holders of Domestic Shares</b> .....  | 26          |

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## DEFINITIONS

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

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| “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”                                     | the articles of association of the Company as amended, revised or supplemented from time to time   |
| “Beijing SASAC”                                | State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會)   |
| “Board of Directors” or “Board”                | the board of directors of the Company  |
| “BSAM”   | Beijing State-Owned Assets Management Co. Ltd. (北京市國有資產經營有限責任公司), a state-owned investment company wholly-owned by Beijing SASAC   |
| “BSAM (HK)”                                    | Beijing State-Owned Assets Management (Hong Kong) Company Limited (北京國資(香港)有限公司), a private company incorporated under the laws of Hong Kong which is wholly-owned by BSAM   |
| “Class Meeting for Holders of Domestic Shares” | the first class meeting for Holders of Domestic Shares for the year 2018 to be held immediately after the Class Meeting for Holders of H Shares  |
| “Class Meeting for Holders of H Shares”        | the first class meeting for Holders of H Shares for the year 2018 to be held immediately after the EGM   |
| “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 the Hong Kong Stock Exchange (Stock Code: 1330) |
| “connected person(s)”                          | has the meaning ascribed thereto under the Hong Kong Listing Rules   |
| “CSRC”   | China Securities Regulatory Commission   |
| “Director(s)”                                  | director(s) of the Company   |

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## DEFINITIONS

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| “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 first extraordinary general meeting of the Company for the year 2018 to be convened and held on Monday, 26 February 2018  |
| “EGM Notice”   | the notice for convening the EGM set out on pages 20 to 22 of this circular   |
| “Group”  | the Company and its subsidiaries collectively   |
| “H Share(s)”   | overseas listed foreign invested ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange                                |
| “Holders of Domestic Shares”                             | holders of Domestic Shares  |
| “Holders of H Shares”                                    | holders of H Shares   |
| “Hong Kong” or “HK”                                      | the Hong Kong Special Administrative Region of the PRC  |
| “Hong Kong Listing Rules”                                | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time  |
| “Hong Kong Stock Exchange”                               | The Stock Exchange of Hong Kong Limited   |
| “Latest Practicable Date”                                | 5 January 2018, being the latest practicable date before the printing of this circular for ascertaining certain information   |
| “Notice of Class Meeting for Holders of Domestic Shares” | the notice convening the Class Meeting for Holders of Domestic Shares as set out on pages 26 to 28 of this circular   |
| “Notice of Class Meeting for Holders of H Shares”        | the notice convening the Class Meeting for Holders of H Shares as set out on pages 23 to 25 of this circular  |
| “NSSF”   | National Council for Social Security Fund (全國社會保障基金理事會)   |
| “PRC”  | the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administration Region of the PRC and Taiwan   |

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## DEFINITIONS

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|--------------------------------|---|
| “Proposed A Share Issue”       | the proposed initial public offering of 116,200,000 A Shares in the PRC by the Company  |
| “RMB”                          | Renminbi, the lawful currency of the PRC  |
| “Shantou Company”              | Shantou Dynagreen Renewable Energy Co., Ltd. (汕頭市綠色動力再生能源有限公司), a limited liability company incorporated under the laws of the PRC, and a 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)”               | holder(s) of the Shares, including holders of both Domestic Share(s) and H Share(s)   |
| “subsidiary” or “subsidiaries” | has the meaning ascribed thereto under the Hong Kong Listing Rules  |



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**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)  
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)

10 January 2018

*To the Shareholders*

Dear Sir or Madam,

- (1) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS ON THE PROPOSED A SHARE ISSUE;
- (2) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS AUTHORIZING THE BOARD TO DEAL WITH MATTERS RELATING TO THE PROPOSED A SHARE ISSUE;
- (3) PROVISION OF GUARANTEE IN RESPECT OF A FIXED ASSET LOAN TO SHANTOU COMPANY;
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING;
- (5) NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES; AND
- (6) NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The purpose of this circular is to provide you with, among other things, further information in relation to certain resolutions to be proposed at the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares:

#### **As Special Resolutions**

- (1) to consider and approve the extension of the validity period of the resolutions passed at general meetings in respect of the application for the initial public offering and listing of Renminbi ordinary shares (A Shares);
- (2) to consider and approve the extension of the validity period of the resolutions in respect of the authorization for the Board to deal with matters relating to the Proposed A Share Issue and listing by the Company; and

#### **As Ordinary Resolution**

- (1) to consider and approve the provision of guarantee by the Company in respect of the application for a fixed asset loan by Shantou Company.

### II. EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS ON THE PROPOSED A SHARE ISSUE

At the first extraordinary general meeting for the year 2016, the first class meeting for Holders of Domestic Shares for the year 2016 and the first class meeting for Holders of H Shares for the year 2016 convened by the Company on 18 April 2016, the resolutions in respect of the application for the initial public offering and listing of Renminbi ordinary shares (A Shares) were considered and approved. As resolved at the above extraordinary general meeting, class meeting for Holders of Domestic Shares and class meeting for Holders of H Shares, the above resolutions shall be effective for a period of 12 months commencing from the date on which such resolutions were considered and approved at the said extraordinary general meeting, class meeting for Holders of Domestic Shares and class meeting for Holders of H Shares. The validity period of the resolutions were extended at the first extraordinary general meeting for the year 2017, the first class meeting for Holders of Domestic Shares for the year 2017 and the first class meeting for Holders of H Shares for the year 2017 convened by the Company on 27 February 2017 for a period of 12 months commencing from 27 February 2017. As the resolutions are due to expire shortly, and the initial public offering and listing of A Shares by the Company are still in progress, the Company proposes to further extend the validity period of the above resolutions in order to ensure that the initial public offering and listing of A Shares continues to proceed. The extended resolutions will be effective for a period of 12 months commencing from the date on which they are considered and approved at the EGM, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares.

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## LETTER FROM THE BOARD

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The Company proposes to apply for the initial public offering and listing of RMB ordinary shares (A Shares), and the issue plan is as follows:

- (1) Type of Shares to be issued: domestic listed RMB ordinary shares (A Shares);
- (2) Nominal value of the Shares to be issued: RMB1.00 each;
- (3) Number of Shares to be issued: 116,200,000 new Shares to be issued by the Company in a public offering;
- (4) Issue price per Share: According to the Measures for the Administration of Securities Issuance and Underwriting (《證券發行與承銷管理辦法》) (the “**Measures**”), the issue price of the A Shares under the Proposed A Share Issue will be determined by making enquiries with offline investors, (“**offline book building**”) or negotiating directly with the lead underwriters (“**direct pricing**”) or such other methods as shall be approved by regulatory authorities in the PRC for securities issue.

According to the Measures, in the case of direct pricing, all the shares shall be issued to online investors without offline book building and placement. In the case of offline book building, once the offline investors have provided their quotations, the issuer and the lead underwriters shall omit the portion of the highest quotations among the total subscription amount. Such omitted portion shall not be less than 10% of the total subscription amount by the offline investors. The issue price shall then be determined by the issuer and the lead underwriters based on the remaining quotations and the remaining subscription amount.



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## LETTER FROM THE BOARD

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According to the Measures and the issue plan of the Proposed A Share Issue considered and approved by the Shareholders at the first extraordinary general meeting for the year 2016, the first class meeting for Holders of Domestic Shares for the year 2016 and the first class meeting for Holders of H Shares for the year 2016 convened by the Company on 18 April 2016, in determining the issue price of the A Shares, the Company and the lead underwriters will consider factors such as the Company's plans for use of proceeds, the Company's financial results and market conditions, the development prospect of the principal business of the Company, the development momentum of the industry in which the Company operates, or adopt other alternative means of determining issue price as approved by the CSRC.

According to Article 127 of the Company Law of the People's Republic of China, the shares may be issued at a price equal to or in excess of par value, but not below par value. As the par value of the A Shares to be issued by the Company is RMB1.00, the issue price of the A Shares will not be lower than RMB1.00 per share. In any event, as the Company is controlled by a state-owned enterprise, the issue price per A Share will not be less than the latest audited net asset value per Share of the Company (being RMB2.63 based on the latest audited net assets value of the Company as at 31 December 2016) in accordance with the relevant requirements of the administration of state-owned assets;

- (5) Issue method: a combination of placement through offline offering to investors based on market price consultations and online subscription based on market capitalization or other issue methods as approved by regulatory authorities such as the CSRC;
- (6) Target subscribers: qualified domestic individual and corporate investors who have opened an account at the Shanghai Stock Exchange (except those prohibited from subscribing for the Shares under PRC laws and regulations);

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## LETTER FROM THE BOARD

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- (7) Listing of Domestic Shares: all existing domestic shares of the Company will be converted into A Shares and listed on the Shanghai Stock Exchange in compliance with the relevant laws and regulations on dealing restrictions at the time of the application for the issue of RMB ordinary shares (A Shares);
- (8) Underwriting method: the balance will be underwritten;
- (9) Stock exchange on which the A Shares will be listed: Shanghai Stock Exchange;
- (10) Use of proceeds: The proceeds from the initial public offering of A Shares will be invested in the following projects based on the priority of each project and will be used to replenish the working capital of the Company. The total amount of proceeds raised will not exceed RMB560 million.
- (a) Tianjin Ninghe Straw-fired Power Project: proposed amount of investment coming from the proceeds raised will be RMB110 million;
  - (b) Tianjin Ninghe Biomass Power Project: proposed amount of investment coming from the proceeds raised will be RMB120 million;
  - (c) Bengbu WTE Project: proposed amount of investment coming from the proceeds raised will be RMB230 million;
  - (d) Replenishment of working capital: RMB100 million.

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## LETTER FROM THE BOARD

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A brief description of each project is set out below:

**(a) Tianjin Ninghe Straw-fired Power Project**

The Tianjin Ninghe Straw-fired Power Project is located in Lianzhuang Village, Ninghe County, Tianjin. The site area of the project is approximately 114.19 mu. The proposed construction scale of the straw-fire power project is 2×75t/h (evaporation capacity) CFB Straw Incinerators and 2×N15MW Pure Condensing Steam Turbine Generating Units (equipped with 18MW generator) with a planned investment of RMB248.93 million. The straw-fire project has officially commenced construction in February 2016 and has commenced operation in the second half of 2017. Its annual straw treatment capacity is expected to be 187,200 tons.

In March 2015, Electric Power Engineering Design Research Branch of Architects & Engineers Co., Ltd of Southeast University Limited issued the Report on Application of Tianjin Ninghe Straw-fired Power Project (2014-1629ax-01) and has taken the view that this project brings economic benefits and is relatively risk-resistant and socially efficient.

**(b) Tianjin Ninghe Biomass Power Project**

The Tianjin Ninghe Straw-fired Power Project is located in Lianzhuang Village, Ninghe County, Tianjin. The site area of the project is approximately 51.93 mu. The proposed construction scale of the biomass generating project is 2×250t/d (daily treatment capacity) mechanical grate type garbage incinerators and 1×7.5MW (installed capacity) condensing power plant with a planned investment of RMB254.3735 million. After the completion of the project construction, the annual urban waste treatment capacity will be approximately 182,500 tons/year.

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## LETTER FROM THE BOARD

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In January 2015, Electric Power Engineering Design Research Branch of Architects & Engineers Co., Ltd of Southeast University Limited issued the Report on Feasibility Analysis of Tianjin Ninghe Biomass Power Project (2014-1629ax-02), and has taken the view that the Tianjin Ninghe Biomass Power Project is technically feasible and economically reasonable, especially in terms of energy conservation and environmental protection.

**(c) Bengbu Solid Waste Incineration Power Generation Plant Project**

The Bengbu project is located in Bengbu, Anhui. Its solid waste treatment capacity is 1,500 tons/day, and its construction is divided into two phases, of which the first phase will have daily municipal solid waste treatment capacity of 1,210 tons. For the first phase construction, the project will be installed with 2×605t/d incinerators and 1×25MW steam turbine generator unit with annual treatment capacity of approximately 441,650 tons. In the second phase construction, a 750t/d waste incineration production line and 1×15MW steam turbine generator unit will be installed. The infrastructure is a one-off construction and the equipment will be installed in different phases. The expected total investment for the project construction will be RMB504.0145 million and the project has commenced operation in the second half of 2017. Its annual waste treatment capacity is expected to be 715,400 tons.

In September 2015, China Nuclear Power Engineering Co., Ltd. issued the Report on the Feasibility Analysis of Bengbu Solid Waste Incineration Project, and has taken the view that the Bengbu Solid Waste Incineration Power Generation Plant Project is financially sound, risk resistant, economically efficient and with social and environmental prominence.

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## LETTER FROM THE BOARD

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Before the proceeds from this issue become available, if, among other things, the Company requires initial investment in investment projects due to reasons such as market competition or business operation needs, the Company may use its own resources or bank loans to make such initial investment, and replenish the capital when the proceeds become available. If the proceeds are not sufficient to meet the requirements of the above projects, the funding shortfall will be covered by the Company's own resources or bank loans.

According to the Administrative Regulations of Use of Proceeds, the proceeds will be deposited into a segregated account as determined by the Board which will be administered and used for specific purposes. When the proceeds become available, the Company will sign a three-party (or four-party) escrow agreement with the sponsor and a commercial bank, or commercial banks, where the proceeds will be deposited;

- |  |  |
|--|--|
| (11) Distribution plan of accumulated and undistributed profit before the issue: | Subject to any dividend distribution plan that may be declared by the Board and approved by the Shareholders before the completion of the Proposed A Share Issue, the undistributed profits of the Company accumulated before the Proposed A Share Issue will be shared by the existing and new Shareholders after the Proposed A Share Issue in proportion to their respective shareholdings; |
| (12) Time of issue and listing:  | To be negotiated and determined by the Board and relevant regulatory authorities after approval by the CSRC and Shanghai Stock Exchange;   |
| (13) Effective period of the resolution:   | Within 12 months from the date on which it is considered and approved at the EGM, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares.  |

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**LETTER FROM THE BOARD**

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**Effect of the Proposed A Share Issue on the Shareholding Structure of the Company**

Assuming the total of 116,200,000 A Shares under the Proposed A Share Issue are permitted for issuance and the issued share capital of the Company prior to completion of the Proposed A Share Issue remains unchanged, the shareholding structure of the Company as at the date of this circular and immediately after the completion of the Proposed A Share Issue is set out as follows:

|   | <b>As at the date of this circular</b> |   | <b>Immediately after<br/>the completion of<br/>the Proposed A Share Issue</b> |   |
|---|--|---|---|---|
|   | <b>Number of<br/>Shares</b>            | <b>Approximate<br/>percentage<br/>of the<br/>Company's<br/>issued share<br/>capital</b> | <b>Number of<br/>Shares</b>   | <b>Approximate<br/>percentage<br/>of the<br/>Company's<br/>issued share<br/>capital</b> |
| <b>Domestic Shares</b>  | 640,640,208                            | 61.31%  | —   | —   |
| <b>A Shares</b>   |  |   |   |   |
| A Shares to be issued   | —                                      | —   | 116,200,000   | 10.01%  |
| A Shares to be converted<br>from Domestic Shares<br>into A Shares held by<br>BSAM   | —                                      | —   | 489,569,618   | 42.16%  |
| A Shares to be converted<br>from Domestic Shares<br>into A Shares and<br>transferred to NSSF                                    | —                                      | —   | 11,620,000  | 1.00%   |
| A Shares to be converted<br>from Domestic Shares<br>into A Shares held by<br>Public Shareholders<br>other than BSAM and<br>NSSF | —                                      | —   | 139,450,590   | 12.01%  |
| <b>H Shares</b>   |  |   |   |   |
| BSAM (HK)   | 24,859,792                             | 2.38%   | 24,859,792  | 2.14%   |
| Public Holders of<br>H Shares   | <u>379,500,000</u>                     | <u>36.32%</u>   | <u>379,500,000</u>  | <u>32.68%</u>   |
| <b>All Shares</b>   |  |   |   |   |
| BSAM  | 501,189,618                            | 47.96%  | 489,569,618   | 42.16%  |
| BSAM (HK)   | 24,859,792                             | 2.38%   | 24,859,792  | 2.14%   |
| Public  | <u>518,950,590</u>                     | <u>49.66%</u>   | <u>646,770,590</u>  | <u>55.70%</u>   |
| <b>Total</b>  | <u><u>1,045,000,000</u></u>            | <u><u>100.00%</u></u>   | <u><u>1,161,200,000</u></u>   | <u><u>100.00%</u></u>   |

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## LETTER FROM THE BOARD

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The Directors and other connected persons will undertake to the Company that they and their associates will not subscribe for new A Shares. The Company will not issue new A Shares to its connected persons (including their associates).

The Company will ensure that a minimum public float is maintained after the completion of Proposed A Share Issue.

The Company has not conducted any fund raising activities in the past twelve months before the date of this circular.

### **III. EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS AUTHORIZING THE BOARD TO DEAL WITH MATTERS RELATING TO THE PROPOSED A SHARE ISSUE**

At the first extraordinary general meeting for the year 2016, the first class meeting for Holders of Domestic Shares for the year 2016 and the first class meeting for Holders of H Shares for the year 2016 convened by the Company on 18 April 2016, the resolutions in respect of the authorization for the Board to deal with matters in relation to the issue and listing of A Shares with full authority were considered and approved. As resolved at the above extraordinary general meeting, class meeting for Holders of Domestic Shares and class meeting for Holders of H Shares, the authorization for the Board to deal with matters in relation to the initial public offering and listing of A Shares with full authority shall be effective for a period of 12 months commencing from the date on which such resolutions were considered and approved at the said extraordinary general meeting, class meeting for Holders of Domestic Shares and class meeting for Holders of H Shares. The validity period of the resolutions were extended at the first extraordinary general meeting for the year 2017, the first class meeting for Holders of Domestic Shares for the year 2017 and the first class meeting for Holders of H Shares for the year 2017 convened by the Company on 27 February 2017 for a period of 12 months commencing from 27 February 2017. As the resolutions are due to expire shortly, and the initial public offering and listing of A Shares by the Company are still in progress, the Company proposes to further extend the validity period of the above resolutions in order to ensure that the initial public offering and listing of A Shares continues to proceed. The extended resolutions will be effective for a period of 12 months commencing from the date on which they are considered and approved at the EGM, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares.

As part of the Company's application to the CSRC for the public offering of A Shares, the Company proposes that authority be granted by the Shareholders in a general meeting to the Board to deal with the matters relating to this issue and listing of the Shares within the scope as permitted by the relevant laws and administrative regulations in its absolute discretion, including but not limited to the following:

- (1) to formulate and implement the detailed plan of this public offering, determine specific matters relating to this issue of A Shares including the board, the timing, the number of Shares to be issued, target subscribers, issue method and pricing method in accordance with PRC laws and regulations, relevant provisions and policies by securities regulatory departments, the stock market conditions and the resolutions at the general meeting;

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## LETTER FROM THE BOARD

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- (2) the Board be authorized to make corresponding adjustments to the issue plan based on new provisions and policies in the event of any new provisions and policies promulgated by the PRC and securities regulatory departments on the initial public offering of shares of a joint stock limited liability company and the listing on the relevant board of the Shanghai Stock Exchange;
- (3) to handle the application matters relating to this issue and listing, including but not limited to, applying for vetting, registration, filing, approval and consent by relevant government agencies, regulatory authorities, stock exchanges and securities registration and settlement institutions; to authorize, sign, execute, amend, complete all necessary documents, agreements and contracts relating to this issue and listing (including but not limited to the prospectus, the sponsor agreement, the underwriting agreement, the listing agreement and various announcements); and to reply to, in its absolute discretion, comments from the CSRC and other government departments;
- (4) to sign various documents and contracts relating to this public offering and the listing of the Shares, and major contracts involving the use of the proceeds in the investment projects; to adjust the size of the proceeds for investment projects according to the priorities of the investment projects; and to handle relevant government approval formalities relating to the investment projects financed by the proceeds;
- (5) to handle various government approval formalities during the issue of Shares; to pay various fees related to share issue, listing and sponsorship; and to complete other necessary formalities and work for this share issue and listing;
- (6) to deal with the matters relating to registration, lock-up and listing on the Shanghai Stock Exchange and the Shanghai branch of China Securities Depository and Clearing Corporation Limited in connection with listing of Shares after completion of this public offering of A Shares;
- (7) upon the approval of this share issue by the CSRC and Shanghai Stock Exchange, to finalize relevant provisions of the Articles of Association of Dynagreen Environmental Protection Group Co., Ltd. (applicable after the issue of A Shares) based on specific situations for approval and issue, to report the same to competent authorities for filing and to implement the same upon approval; and to handle matters relating to change of registered capital;
- (8) other matters relating to this public offering of Shares and their listing on the Shanghai Stock Exchange; and
- (9) the authorization for the Board, in its absolute discretion, to deal with matters relating to the initial public offering of Shares will be effective for a period of 12 months from the date on which such resolutions are considered and approved at the EGM, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares.



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## **LETTER FROM THE BOARD**

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### **IV. PROVISION OF GUARANTEE IN RESPECT OF A FIXED ASSET LOAN TO SHANTOU COMPANY**

Reference is made to the Company's circular dated 21 April 2017. To effectively meet the funding requirements of Shantou Company for project construction, Shantou Company proposed to apply for a fixed asset loan of RMB570 million from financial institutions for the payment of the project construction monies. Shantou Company now proposes to increase the amount of the fixed asset loan to RMB640 million.

Pursuant to Article 64 of the Articles and Article 15 of the Regulations on External Guarantees, any further guarantee to be provided by the Company and its subsidiaries when the total amount of external guarantees reaches or exceeds 50% of the latest audited net assets requires approval by Shareholders in a general meeting of the Company. Therefore, an ordinary resolution will be proposed at the EGM to consider and approve the provision of guarantee by the Company in respect of the application for a fixed asset loan by Shantou Company, the relevant details of which are set out in Appendix I to this circular.

### **V. LISTING RULES IMPLICATIONS**

In accordance with the relevant laws and regulations of the PRC and pursuant to Rule 19A.38 of the Hong Kong Listing Rules, approval by a special resolution of the Shareholders in general meeting and the approvals by special resolutions of Holders of Domestic Shares and Holders of H Shares (each being otherwise entitled to vote at general meetings) at separate class meeting are required for the Proposed A Share Issue. Accordingly, the extension of the validity of the resolutions on the Proposed A Share Issue and the extension of the validity period of the resolutions authorizing the Board to deal with matters relating to the Proposed A Share Issue require such approvals from the Shareholders, which will be proposed at the EGM.

Pursuant to Article 64 of the Articles and Article 15 of the Regulations on External Guarantees, any further guarantee to be provided by the Company and its subsidiaries when the total amount of external guarantees reaches or exceeds 50% of the latest audited net assets requires approval by Shareholders in a general meeting of the Company. Therefore, an ordinary resolution will be proposed at the EGM to consider and approve the provision of guarantee by the Company in respect of the application for a fixed asset loan by Shantou Company. This transaction does not trigger any disclosure or shareholder approval requirements under the Hong Kong Listing Rules.

No Shareholders are required to abstain from voting in respect of any resolutions proposed at the EGM under the Hong Kong Listing Rules, the Articles or any laws and regulations of the PRC.

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## LETTER FROM THE BOARD

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### VI. GENERAL INFORMATION

The Company will convene the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares for the purpose of, among other things, seeking Shareholders' approval on the extension of the validity period of the resolutions previously passed at general meetings in respect of the application for the initial public offering and listing of Renminbi ordinary shares (A Shares). The relevant resolutions to be proposed at the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares must be passed in order for the Proposed A Share Issue to proceed. If approval by the Shareholders can be obtained at the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares, the above resolutions shall be effective for a period of 12 months commencing from the date on which such approval is obtained. Nonetheless, it should be noted that apart from the approval by the Shareholders, the Proposed A Share Issue is still subject to the approvals by the CSRC and other relevant regulatory authorities.

There is no assurance that the Proposed A Share Issue will proceed to completion. Shareholders and potential investors are advised to exercise caution in dealing in the Shares of the Company. Further details about the Proposed A Share Issue will be disclosed by the Company in accordance with the Hong Kong Listing Rules once the terms are finalized.

### VII. EGM, CLASS MEETING FOR HOLDERS OF H SHARES AND CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND PROXY ARRANGEMENT

The EGM notice, the Notice of Class Meeting for Holders of H Shares and the Notice of Class Meeting for Holders of Domestic Shares are set out on pages 20 to 28 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, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares in the manner prescribed under the Hong Kong Listing Rules.

Forms of proxy for use at the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares are enclosed with this circular and such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.dynagreen.com.cn](http://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 the Company's place of business at 2nd Floor, Northeastern Wing, Jiuzhou Electronic Building, 007 Keji South 12th Street, Nanshan District, Shenzhen, 518057, the PRC (for holders of Domestic Shares) or the Company's H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic

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## LETTER FROM THE BOARD

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Shares or any adjournment thereof. Completion and delivery of the forms of proxy will not preclude you from attending and voting at the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares if you so wish.

### VIII. RECOMMENDATION

The Board (including all independent non-executive Directors) consider that all resolutions proposed at the EGM, the Class Meeting for Holders of H Shares and Class Meeting for Holders of Domestic Shares are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the EGM, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares as set out in the EGM Notice, the Notice of Class Meeting for Holders of H Shares and the Notice of Class Meeting for Holders of Domestic Shares.

Yours faithfully

By Order of the Board

**Dynagreen Environmental Protection Group Co., Ltd.\***

**Zhi Jun**

*Chairman*

\* *For identification purposes only*

To ensure the successful attainment of various operational objectives for the year 2018, and in support of the development of Shantou Company as well as to secure its financing needs, Dynagreen Environmental Protection Group Co., Ltd. (the “**Company**”) shall provide guarantee in respect of the application for loans by such project company.

## **I. Details of the Guaranteed Project Company**

### **Shantou Chaoyang Municipal Solid Waste-To-Energy Power Generation Project**

|                      |  |
|----------------------|--|
| Company name:        | Shantou Dynagreen Renewable Energy Co., Ltd.<br>(汕頭市綠色動力再生能源有限公司)                        |
| Total investment:    | RMB800.34 million  |
| Registered capital:  | RMB160.00 million  |
| Location:            | Chaoyang District, Shantou, Guangdong Province   |
| Project description: | Shantou project has a concession period of 30 years (including the construction period). |

Phase I of the solid waste-to-energy power generation plant in Shantou has a daily processing capacity of 1,500 tons of waste. The plant is equipped with two sets of moving grate incinerators, each with the processing capacity of 750 tons/day, one set of 35MW condensing steam turbine unit and one set of 35MW power generation unit. Equipments and installation with daily processing capacity of 750 tons are reserved for phase II. Civil works for the main plant and ancillary building, leachate treatment station and public facilities will be completed during the current phase of the project.

## **II. Major Terms and Conditions of the Loan**

Reference is made to the Company’s circular dated 21 April 2017. To effectively meet the funding requirements of Shantou Company for project construction, Shantou Company proposed to apply for a fixed asset loan of RMB570 million from financial institutions for the payment of the project construction monies. Shantou Company now proposes to increase the amount of the fixed asset loan to RMB640 million.

Major terms and conditions of the loan applied by Shantou Company are as follows:

- (1) Total loan amount shall not exceed RMB640 million, with a loan 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%;
- (2) The term of the loan shall not exceed fifteen years, with a grace period of not exceeding 3 years; and

- (3) Shantou Company shall pledge its charging rights of waste treatment and electricity tariff, while the Group shall provide joint liability guarantee.

### III. Particulars of the Guarantee

- (1) Date of the guarantee: the date on which the guarantee contract was signed
- (2) Name of guarantor: the Company
- (3) Name of guaranteed party: Shantou Dynagreen Renewable Energy Co., Ltd.
- (4) Estimated amount of the specific guarantees:

| Guaranteed party                              | Amount of<br>Guarantee<br>(RMB) | Term     | Form of<br>guarantee         | Remark              |
|---|---------------------------------|----------|------------------------------|---------------------|
| Shantou Dynagreen Renewable Energy Co., Ltd., | 640 million                     | 15 years | Joint liability<br>guarantee | Fixed asset<br>loan |

### IV. Accumulated Amounts of External Guarantees and Overdue Guarantees as at the Date of Disclosure

As at the Latest Practicable Date, the total amounts of external guarantees provided by the Company and its wholly-owned project companies were RMB2,311.48 million, accounting for 84.3% 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 2018 interim report and 2018 annual report of the Company.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2018

**NOTICE IS HEREBY GIVEN** that the First Extraordinary General Meeting for the year 2018 (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 Monday, 26 February 2018 at 10:00 a.m. for the purposes of considering and, if deemed appropriate, approving the following resolutions. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company’s circular dated 10 January 2018 (the “Circular”).

#### **RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE EGM**

##### **As special resolutions**

1. Resolution on the extension of the validity period of the resolutions of general meetings on the application for the initial public offering and listing of Renminbi ordinary shares (A Shares)
2. Resolution on the extension of the validity period of the resolutions on the authorization for the Board to deal with matters relating to the Proposed A Share Issue and listing by the Company

##### **As ordinary resolution**

1. Resolution on the provision of guarantee in respect of the application for a fixed asset loan by Shantou Company

\* For identification purposes only

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Details of the above resolutions to be proposed at the EGM are contained in the Circular, which is available on the website of Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.dynagreen.com.cn](http://www.dynagreen.com.cn)).

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

**Zhi Jun**  
Chairman

Shenzhen, China  
10 January 2018

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

\* 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 Saturday, 27 January 2018 to Monday, 26 February 2018 (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 Friday, 26 January 2018 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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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.
- (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 Monday, 5 February 2018.
- (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

Post Code: 518057

Telephone No.: (+86) 755 3363 1256

Fax No.: (+86) 755 3363 1220





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 FIRST CLASS MEETING FOR HOLDERS OF  
H SHARES FOR THE YEAR 2018**

**NOTICE IS HEREBY GIVEN** that the First Class Meeting for Holders of H Shares for the year 2018 (the “**Class Meeting for Holders of H Shares**”) 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 Monday, 26 February 2018 immediately after the conclusion of the Extraordinary General Meeting of the Company for the purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated 10 January 2018.

**RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE CLASS MEETING FOR  
HOLDERS OF H SHARES**

**As special resolutions**

1. Resolution on the extension of the validity period of the resolutions of general meetings on the application for the initial public offering and listing of Renminbi ordinary shares (A Shares)
2. Resolution on the extension of the validity period of the resolutions on the authorization for the Board to deal with matters relating to the Proposed A Share Issue and listing by the Company

\* For identification purposes only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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Details of the above resolutions proposed at the Class Meeting for Holders of H Shares are contained in the Circular, which is available on the website of Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.dynagreen.com.cn](http://www.dynagreen.com.cn)).

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

Shenzhen, PRC  
10 January 2018

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

\* For identification purposes only

Notes:

### ATTENDEES OF THE CLASS MEETING FOR HOLDERS OF H SHARES

#### 1. Eligibility for attending the Class Meeting for Holders of H Shares

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the Class Meeting for Holders of H Shares, the H Share register of members of the Company will be closed from Saturday, 27 January 2018 to Monday, 26 February 2018 (both days inclusive). Holders of H Shares who wish to attend the Class Meeting for Holders of H Shares 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 Friday, 26 January 2018 for registration.

#### 2. Proxy

- (a) A member eligible to attend and vote at the Class Meeting for Holders of H Shares is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a shareholder of the Company.
- (b) A proxy should 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 H Share Registrar or the place of business in Hong Kong of the Company. For holders of H Shares, the related documents should be sent to the H Share Registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, or the place of business in Hong Kong of the Company, 1/F, Siu Ping Commercial Building, 104 Jervois Street, Sheung Wan, Hong Kong not less than 24 hours before the time designated for holding of the Class Meeting for Holders of H Shares.
- (d) A Shareholder or his proxy may exercise the right to vote by poll.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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### 3. Registration procedures for attending the Class Meeting for Holders of H Shares

- (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, he/she may attend the Class Meeting for Holders of H Shares 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.
- (b) Holders of H Shares intending to attend the Class Meeting for Holders of H Shares should return the reply slip and the related documents for attending the Class Meeting for Holders of H Shares to the Company on or before Monday, 5 February 2018.
- (c) Shareholder may send the above reply slip to the Company in person, by post or by fax. For holders of H Shares, the reply slip and the related documents should be sent to the H Share Registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or the place of business of the Company in Hong Kong, 1/F, Siu Ping Commercial Building, 104 Jervois Street, Sheung Wan, Hong Kong (or via fax no: (+86) 755 3363 1220).

### 4. Miscellaneous

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



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**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 FIRST CLASS MEETING FOR HOLDERS OF  
DOMESTIC SHARES FOR THE YEAR 2018**

**NOTICE IS HEREBY GIVEN** that the First Class Meeting for Holders of Domestic Shares for the year 2018 (the “**Class Meeting for Holders of Domestic Shares**”) 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 Monday, 26 February 2018 immediately after the conclusion of the First Class Meeting for Holders of H Shares of the Company for the purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated 10 January 2018.

**RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE CLASS MEETING FOR  
HOLDERS OF DOMESTIC SHARES**

**As special resolutions**

1. Resolution on the extension of the validity period of the resolutions of general meetings on the application for the initial public offering and listing of Renminbi ordinary shares (A Shares)
2. Resolution on the extension of the validity period of the resolutions on the authorization for the Board to deal with matters relating to the Proposed A Share Issue and listing by the Company

\* For identification purposes only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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Details of the above resolutions proposed at the Class Meeting for Holders of Domestic Shares are contained in the Circular, which is available on the website of Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.dynagreen.com.cn](http://www.dynagreen.com.cn)).

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

Shenzhen, PRC  
10 January 2018

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

\* For identification purposes only

Notes:

### ATTENDEES OF THE CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

#### 1. Eligibility for attending the Class Meeting for Holders of Domestic Shares

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the Class Meeting for Holders of Domestic Shares, the domestic share register of members of the Company will be closed from Saturday, 27 January 2018 to Monday, 26 February 2018 (both days inclusive). Holders of domestic shares who wish to attend the Class Meeting for Holders of Domestic Shares shall lodge their share certificates accompanied with the transfer documents 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), before 4:30 p.m. on Friday, 26 January 2018.

#### 2. Proxy

- (a) A member eligible to attend and vote at the Class Meeting for Holders of Domestic Shares is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a shareholder of the Company.
- (b) A proxy should 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 Company at 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).
- (d) A Shareholder or his proxy may exercise the right to vote by poll.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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### 3. Registration procedures for attending the Class Meeting for Holders of Domestic Shares

- (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, he/she may attend the Class Meeting for Holders of Domestic Shares 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.
- (b) Holders of Domestic Shares intending to attend the Class Meeting for Holders of Domestic Shares should return the reply slip and the related documents for attending the Class Meeting for Holders of Domestic Shares to the Company on or before Monday, 5 February 2018.
- (c) Shareholder may send the above reply slip to the Company in person, by post or by fax. For holders of Domestic Shares, the reply slip and the related documents should be sent to the Company, 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).

### 4. Miscellaneous

- (a) The Class Meeting for Holders of Domestic Shares will not last for more than half a day. Shareholders who attend the Class Meeting for Holders of Domestic Shares in person or by proxy shall bear their own travelling and accommodation expenses.
- (b) The registered office of the Company is at:

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