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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)

ANNOUNCEMENT

**(1) POLL RESULTS OF THE EGM, CLASS MEETING FOR HOLDERS
OF H SHARES AND CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES
HELD ON 26 FEBRUARY 2018**

(2) APPOINTMENT OF DIRECTOR; AND

(3) RESIGNATION OF DIRECTOR

The Board of Directors (the “**Board**”) of Dynagreen Environmental Protection Group Co., Ltd.* (the “**Company**”) is pleased to announce the poll results of the First Extraordinary General Meeting for the year 2018 (the “**EGM**”), the First Class Meeting for Holders of H Shares for the year 2018 (the “**Class Meeting for Holders of H Shares**”) and the First Class Meeting for Holders of Domestic Shares for the year 2018 of the Company (the “**Class Meeting for Holders of Domestic Shares**”, together with the EGM and the Class Meeting for Holders of H Shares, collectively referred to as the “**Meetings**”).

The Meetings were held on-site on Monday, 26 February 2018 at 16th Floor, Block B, Fukai Building, No. 19 Finance Street, Xicheng District, Beijing, the People’s Republic of China.

The total number of the issued shares of the Company as at the shareholding record date of the EGM (i.e., 26 February 2018) was 1,045,000,000, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the EGM. None of the shareholders of the Company have stated their intention in the Company’s circulars dated 10 January 2018 (the “**Circular**”) and 7 February 2018 (the “**Supplemental Circular**”) to vote against or to abstain from voting on any of the resolutions at the EGM. There were no shares of the Company entitling the holders to attend the EGM

but abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no shareholders of the Company were required under the Listing Rules to abstain from voting at the EGM.

The voting at the EGM was conducted in compliance with the relevant provisions of the Company Law of the People’s Republic of China and the Articles of Association of the Company.

I. CONVENING AND ATTENDANCE OF THE MEETINGS

(1) EGM

The total number of shares entitling the holders to attend and vote on each of the resolutions at the EGM was 1,045,000,000 shares. For special resolutions 1 to 2 and ordinary resolution 1, the total number of shares with voting rights represented by the shareholders attending the EGM in person or by proxy was 707,712,899 shares, representing approximately 67.72% of the total number of shares with voting rights. For ordinary resolution 2, the total number of shares with voting rights represented by the shareholders attending the EGM in person or by proxy was 707,712,899 shares, representing approximately 67.72% of the total number of shares with voting rights.

(2) Class Meeting for Holders of H Shares

The total number of H shares of the Company entitling the holders to attend and vote on each of the resolutions at the Class Meeting for Holders of H Shares was 404,359,792 H shares. The total number of H shares with voting rights represented by the shareholders attending the Class Meeting for Holders of H Shares in person or by proxy was 66,751,091 H shares, representing approximately 16.51% of the total number of H shares with voting rights.

(3) Class Meeting for Holders of Domestic Shares

The total number of domestic shares of the Company entitling the holders to attend and vote on each of the resolutions at the Class Meeting for Holders of Domestic Shares was 640,640,208 domestic shares. The total number of domestic shares with voting rights represented by the shareholders attending the Class Meeting for Holders of Domestic Shares in person or by proxy was 640,640,208 domestic shares, representing approximately 100% of the total number of domestic shares with voting rights.

II. VOTING RESULTS OF THE MEETINGS

(1) EGM

The shareholders of the Company present at the EGM considered and approved the following resolutions by way of poll:

Resolutions		Votes (%)			Approved or not
		For	Against	Abstain	
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)	707,712,899 (100%)	0 (0%)	0 (0%)	Yes
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	707,712,899 (100%)	0 (0%)	0 (0%)	Yes
As ordinary resolutions					
1	Resolution on the provision of guarantee in respect of the application for a fixed asset loan by Shantou Company	705,617,899 (99.70%)	2,095,000 (0.30%)	0 (0%)	Yes
2	To consider and approve the appointment of Ms. FU Jie as independent non-executive Director	707,712,899 (100%)	0 (0%)	0 (0%)	Yes

As more than two-thirds of the votes from the shareholders (including their proxies) attending the EGM were cast in favour of the special resolutions numbered 1 to 2, these resolutions were duly passed as special resolutions.

As more than half of the votes from the shareholders (including their proxies) attending the EGM were cast in favour of the ordinary resolutions numbered 1 to 2, these resolutions were duly passed as ordinary resolutions.

(2) Class Meeting for Holders of H Shares

The shareholders of the Company present at the Class Meeting for Holders of H Shares considered and approved the following resolutions by way of poll:

Resolutions	Votes (%)			Approved or not	
	For	Against	Abstain		
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)	66,751,091 (100%)	0 (0%)	0 (0%)	Yes
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	66,751,091 (100%)	0 (0%)	0 (0%)	Yes

As more than two-thirds of the votes from the shareholders (including their proxies) attending the Class Meeting for Holders of H Shares were cast in favour of the special resolutions numbered 1 to 2, these resolutions were duly passed as special resolutions.

(3) Class Meeting for Holders of Domestic Shares

The shareholders of the Company present at the Class Meeting for Holders of Domestic Shares considered and approved the following resolutions by way of poll:

Resolutions	Votes (%)			Approved or not	
	For	Against	Abstain		
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)	640,640,208 (100%)	0 (0%)	0 (0%)	Yes
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	640,640,208 (100%)	0 (0%)	0 (0%)	Yes

As more than two-thirds of the votes from the shareholders (including their proxies) attending the Class Meeting for Holders of Domestic Shares were cast in favour of the special resolutions numbered 1 to 2, these resolutions were duly passed as special resolutions.

Tricor Investor Services Limited, the H Share Registrar of the Company, was appointed as scrutineer of the above three Meetings.

For details of the aforesaid resolutions, shareholders of the Company may refer to the Circular, notice of the First Extraordinary General Meeting for the Year 2018, notice of the First Class Meeting for Holders of H shares for the Year 2018 and notice of the First Class Meeting for Holders of Domestic Shares for the Year 2018 issued by the Company on 10 January 2018, and the Supplemental Circular and supplemental notice of the First Extraordinary General Meeting for the Year 2018 issued by the Company on 7 February 2018, which can also be downloaded from the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.dynagreen.com.cn).

III. APPOINTMENT OF DIRECTOR AND RESIGNATION OF DIRECTOR

Upon the approval by the shareholders of the Company at the EGM, the Board is pleased to announce that the appointment of Ms. FU Jie (傅捷) (“**Ms. FU**”) as independent non-executive Director has become effective from 26 February 2018. The term of office of Ms. FU commences from the date of approval at the EGM and will end on the expiration of the term of the second session of the Board (i.e., 19 June 2018). Pursuant to resolutions of the Board, Ms. FU has also been appointed the chairman of the audit committee of the Board and a member of the nomination committee of the Board with effect from 26 February 2018. On the same date, Mr. Kwan Kai Cheong (關啟昌) (“**Mr. Kwan**”) ceased to be an independent non-executive Director, the chairman of the audit committee of the Board, and a member of the nomination committee of the Board. Mr. Kwan confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company.

The biographical details of Ms. Fu are as follows:

Ms. FU Jie (傅捷), aged 39, is a member of the China Institute of Certified Public Accountants and the Association of Chartered Certified Accountants (ACCA). Ms. FU graduated with a bachelor’s degree in economics with a Finance Major from Central University of Finance and Economics in 2000. Ms. FU worked for Ernst & Young Hua Ming LLP from August 2004 to March 2016, and served as the senior manager of audit department from October 2012 to March 2016. She participated in the audit work for a number of Hong Kong listed companies and A-share listed companies in China. She was the certified public accountant who signed the audit report of ZTE Corporation from 2012 to 2015. She was appointed as the chief financial officer of China U-Ton Holdings Limited (Stock Code: 6168) on April 2016 and is mainly responsible for the Company’s financial management, investment and financing and investor relations.

Ms. FU does not hold any position in the Company or any of its subsidiaries. Ms. FU will be entitled to an aggregate remuneration of HK\$120,000 in 2018 which is recommended by the remuneration and appraisal committee of the Board with reference to her role in the Company and the market rate.

As far as the Directors are aware and save as disclosed in this announcement, in the last three years, Ms. FU has not held any directorship in other public companies, the securities of which are listed on any securities market in Mainland China, Hong Kong or overseas, nor has she had any relationship with any Director, the substantial shareholder or the senior management of the Company. Ms. FU does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Ms. FU that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company. Ms. FU has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

The Board welcomes Ms. FU to join the Board and expresses its gratitude to Mr. Kwan for his contribution to the Company during his tenure.

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

Shenzhen, the PRC 26 February 2018

As at the date of this announcement, 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. Ou Yuezhou and Ms. Fu Jie.

* *For identification purposes only*