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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) PROPOSED APPOINTMENT OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR**

AND

**(2) SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING OF 2018**

This supplemental circular shall be read together with the circular of the Company despatched to the Shareholders on 10 January 2018.

A letter from the Board is set out on pages 3 to 6 of this circular.

A supplemental notice convening the EGM to be held as originally scheduled 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 7 to 8 of this supplemental circular.

The English and Chinese versions of this supplemental circular and the accompanying supplemental proxy form are available on the Company's website at www.dynagreen.com.cn and the Hong Kong Stock Exchange's website at www.hkex.com.hk. You may access the aforesaid documents on the Company's website or browsing through the Hong Kong Stock Exchange's website.

* *For identification purposes only*

7 February 2018

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DEFINITIONS

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

“Articles”	the articles of association of the Company as amended, revised or supplemented from time to time
“Board of Directors” or “Board”	the board of directors of the Company
“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)
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company for the year 2018 to be convened and held on Monday, 26 February 2018
“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
“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
“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
“RMB”	Renminbi, the lawful currency of the PRC
“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)

DEFINITIONS

“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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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)

7 February 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR**

AND

**(2) SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING OF 2018**

I. INTRODUCTION

Reference is made to the circular of the Company (“**Original Circular**”) and the notice of EGM (“**Original Notice**”) dated 10 January 2018, which set out the time and venue of the EGM and contain the resolutions to be tabled at the EGM for Shareholders’ approval. This supplemental circular should be read together with the Original Circular.

* For identification purposes only

LETTER FROM THE BOARD

Reference is also made to the announcement of the Company dated 7 February 2018 in relation to the proposed appointment of Ms. FU Jie as an independent non-executive Director of the Company.

The purpose of this circular is to set out the supplemental notice of the EGM, and to provide you with information in relation to the abovementioned proposal to be considered at the EGM. Save as set out in this supplemental circular, no changes have been made to matters in relation to the EGM as set out in the Original Circular and Original Notice.

II. PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board approved the proposed appointment of Ms. FU Jie as an independent non-executive Director at the Board meeting held on 7 February 2018. Pursuant to the Articles, the proposed appointment of Director shall be subject to the Shareholders' approval. Such proposal will be raised at the EGM as an ordinary resolution for the Shareholders' consideration and approval.

The Board believes that the professional and business experience of Ms. FU Jie will bring an additional perspective to the Group's business and enhance the corporate governance level of the Company. In addition, the Board and the nomination committee of the Board consider that Ms. FU Jie satisfies the independence criteria for an independent non-executive director as set out in Rule 3.13 of the Hong Kong Listing Rules.

The biography of Ms. FU Jie (傅捷) is set out below:

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 Jie does not hold any position in the Company or any of its subsidiaries.

Subject to the approval at the EGM, Ms. FU Jie 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.

Save as disclosed in this circular, to the knowledge of the Directors, in the last three years, Ms. FU Jie 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

LETTER FROM THE BOARD

relationship with any Director, the substantial shareholder or the senior management of the Company. Ms. FU Jie 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 Jie that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company. Ms. FU Jie has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

The term of the above proposed appointment shall be the same as that of the second session of the Board, which will expire on 19 June 2018.

III. THE EGM AND PROXY ARRANGEMENT

A supplemental notice of the EGM to be held as originally scheduled 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., is set out on pages 7 to 8 of this supplemental circular.

A supplemental proxy form in respect of the ordinary resolution to consider and approve the aforementioned proposed appointment of an independent non-executive Director of the Company (the “**Supplemental Proxy Form**”) is enclosed with this supplemental circular. The proxy form issued by the Company along with the Original Circular of the Company dated 10 January 2018 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share Registrar of the Company.

Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the supplemental proxy form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.

Please refer to the Original Notice for details in respect of other resolutions to be passed at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters. Please note that, the resolution “to consider and approve the appointment of Ms. FU Jie as independent non-executive Director” shall be supplemented in the Original Notice as item 2 under “as ordinary resolution.” The numberings of other items in the Original Notice shall remain unchanged.

LETTER FROM THE BOARD

IV. RECOMMENDATION

The Board (including all independent non-executive Directors) consider that the resolution in relation to the proposed appointment of an independent non-executive Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders (other than those Shareholders who need to abstain from voting in respect of certain resolutions) to vote in favour of such resolution to be proposed at the EGM as set out in the supplemental notice of the EGM.

Yours faithfully

By Order of the Board

Dynagreen Environmental Protection Group Co., Ltd.*

Zhi Jun

Chairman

* *For identification purposes only*



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**SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING FOR THE YEAR 2018**

Reference is made to the circular of Dynagreen Environmental Protection Group Co., Ltd.* (the “**Company**”) and the notice of the first extraordinary general meeting for the year 2018 of the Company (the “**EGM**”) dated 10 January 2018 (the “**Original Notice**”), which set out the time and venue of the EGM and contain the resolutions to be tabled at the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM of the Company will be held as originally scheduled 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 resolution set out in item 2 as an ordinary resolution, in addition to the resolutions set out in the Original Notice. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company’s circular dated 7 February 2018 (the “**Supplemental Circular**”).

RESOLUTION TO BE CONSIDERED AND APPROVED AT THE EGM

As ordinary resolution:

2. to consider and approve the appointment of Ms. FU Jie as independent non-executive Director.

* For identification purposes only

SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING

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

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

Zhi Jun
Chairman

Shenzhen, China
7 February 2018

As at the date of this supplemental 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.

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Notes:

- (1) Please note that, the resolution “to consider and approve the appointment of Ms. FU Jie as independent non-executive Director” shall be supplemented in the Original Notice as item 2 under “as ordinary resolution.” The numberings of other items in the Original Notice shall remain unchanged.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the resolution mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company along with the circular of the Company dated 10 January 2018 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Company.
- (3) If you intend to appoint a proxy to attend the EGM, you are requested to complete the Original Proxy Form and/or the enclosed Supplemental Proxy Form in accordance with the instructions printed thereon. 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).
- (4) Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.
- (5) Please refer to the Original Notice for details in respect of other resolutions to be considered at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register members and other relevant matters.