



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)

PROXY FORM

**For the 2018 Extraordinary General Meeting of
Dynagreen Environmental Protection Group Co., Ltd.* to be held on Friday, 19 October 2018**

I/We^(Note 1) _____
of^(Note 2) _____
being the registered holder(s) of _____ H shares^(Note 3) with nominal value of RMB1.00
each in the share capital of Dynagreen Environmental Protection Group Co., Ltd.* (the "Company"), hereby appoint the Chairman of the meeting^(Notes 4 and 5)
or _____
of _____
and/or _____
of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2018 Extraordinary General Meeting (the "EGM") of the Company to be held at Multi-function Hall, 3/F., Complex of Beijing Dynagreen Environment Co., Ltd.* (北京綠色動力環保有限公司), Cailin Road, Yujiawu Township, Tongzhou District, Beijing, the PRC at 2:00 p.m. on Friday, 19 October 2018 and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company.

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

Please indicate how you wish your vote(s) to be cast by ticking the appropriate box next to the resolution.^(Note 6)

Ordinary Resolutions		For	Against	Abstain
1.	to consider and approve the provision of guarantees in respect of the applications for loans by subsidiaries			
2.	to consider and approve the provision of guarantees in respect of the loan swap of Guangdong Promising Environmental Protection Company Limited* (廣東博海昕能環保有限公司) and its subsidiaries			
Ordinary Resolutions		For ^(Note 10) (cumulative voting system)	Against ^(Note 10) (cumulative voting system)	Abstain ^(Note 10) (cumulative voting system)
3.	to consider and approve the re-election and appointment of Non-Independent Directors			
3.1	to consider and approve the re-election of Mr. ZHI Jun as a Director			
3.2	to consider and approve the re-election of Mr. LIU Shuguang as a Director			
3.3	to consider and approve the re-election of Mr. QIAO Dewei as a Director			
3.4	to consider and approve the re-election of Mr. HU Shengyong as a Director			
3.5	to consider and approve the appointment of Mr. CHENG Suning as a Director			
3.6	to consider and approve the appointment of Mr. CAO Jinjun as a Director			
4.	to consider and approve the re-election and appointment of Independent Directors			
4.1	to consider and approve the re-election of Mr. OU Yuezhou as a Director			
4.2	to consider and approve the re-election of Ms. FU Jie as a Director			
4.3	to consider and approve the appointment of Mr. XIE Lanjun as a Director			
5.	to consider and approve the re-election and appointment of Supervisors			
5.1	to consider and approve the re-election of Mr. LUO Zhaoguo as a Supervisor			
5.2	to consider and approve the appointment of Ms. HE Hong as a Supervisor			
Special Resolution		For	Against	Abstain
6.	to consider and approve the proposed amendments to the Articles of Association			

Further details of the above resolutions are set out in the circular of the Company dated 3 September 2018.

Signature: _____^(Note 7)

Date: _____ 2018

NOTE:

1. Please insert full name(s) of the shareholder(s) as registered in the register of members of the Company in **BLOCK CAPITALS**.
2. Please insert full address(es) of the shareholder(s) as registered in the register of members of the Company in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
4. If you are a shareholder who is entitled to attend and vote at the EGM, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a shareholder of the Company, but must attend the EGM in person in order to represent you.
5. If a proxy other than the Chairman of the EGM is preferred, cross out the words “the Chairman of the meeting” and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the EGM will act as your proxy. **Any changes should be initialed by the person who signs this form.**
6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** If you return this form of proxy without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the EGM. The shares abstained will be counted in the calculation of the required majority.
7. This form of proxy must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this form of proxy under its common seal or by the signature(s) of (a) person(s) authorized to sign on its behalf. **In case of joint shareholdings, any one shareholder may sign this form of proxy. If more than one joint shareholders attend the EGM in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.**
8. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the place of business or H Share Registrar of the Company, Tricor Investor Services Limited, not less than 24 hours before the time appointed for the EGM. (Address: Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.) The effective period of appointment of your proxy appointed under this form of proxy shall cease upon conclusion of the EGM.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.
10. Please note that, according to Article 107 of the Articles of Association of the Company, the method of cumulative voting will be adopted for the election of directors and supervisors. Under this method, when two or more directors or supervisors are being nominated for election, for any share held by the shareholders, they will have the same number of votes which equals to the total number of directors or supervisors to be elected. Shareholders may cast all their votes on a particular candidate or on multiple candidates.

In this election, directors and supervisors will be elected separately. To ensure that your voting right is adequately exercised, the explanation below adopt resolution 3 as an example to briefly explain matters that you should be aware of when completing the vote under the “cumulative voting system” (matters to be aware of in respect of resolution 4 and resolution 5 are the same as those for resolution 3). Please refer to the following explanation on resolutions 3, 4 and 5 and fill in your intended votes:

- (i) In relation to resolution 3, for every share held by you, you will have the same number of voting rights which equals to the number of directors to be elected. For instance, if you are holding 1 million shares and 12 directors will be elected at the general meeting, the aggregate number of votes which you will have will be 12 million (i.e. 1 million shares x 12 = 12 million voting shares).
- (ii) Please fill in the sections entitled “For” and/or “Against” and/or “Abstain” with the number of votes you intend to cast on each candidate. Please note that you may cast your votes on every candidate provided that the total number of votes which you cast do not exceed the number of votes to which you are entitled; cast all your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on one candidate; or cast your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on certain candidates. For example, if you are holding 1 million shares, the number of your votes regarding the resolution 3 is 12 million. You may choose to cast the 12 million votes equally amongst the 12 candidates (For or Against), or to cast all your votes on a single candidate (For or Against).
- (iii) When the total votes, represented by the shares held by you multiplied by the number of directors to be elected, are used up after voting for some of the candidates, you will have no votes remaining to be cast on other candidates. i.e., the total number of both of your “For” and “Against” votes cast shall not exceed the aggregate number of votes to which you are entitled.
- (iv) Please note that when the total votes cast by you on some candidates exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by you for some candidates are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the number of your votes regarding the resolution 3 is 12 million: (a) if you fill in the “For” or “Against” or “Abstain” of “cumulative voting” under a particular candidate with “12 million shares”, you have used up all the votes to which you are entitled, which results in you having no votes for the remaining 11 candidates. Should you fill in the blanks under the resolution 3 with any number of shares (other than 0), all your votes on resolution 3 will be invalid; or (b) if you fill in the “For” (or “Against”) or “Abstain” of “cumulative voting” under a candidate with “6 million shares”, the 6 million of votes cast by you are valid and the remaining 6 million of votes will be regarded as abstain votes.
- (v) Where the “For” votes cast for a particular candidate are more than half of the total number of shares held by all shareholders attending (before cumulation) and where the “For” votes exceed the “Against” votes, the candidate in question will be considered to have won the votes. If the number of candidates who have won the votes exceed the number of directors to be elected, the candidates who obtained more “For” votes should be elected (if some nominees who obtain relatively less “For” votes obtain the same number of “For” votes and election of them will result in the directors to be elected exceeding the number of directors to be elected, such nominees will not be regarded as having won the votes). Where the elected directors at the shareholders general meeting are less than directors to be elected, new rounds of voting are required to be held for election of the remaining directors until the number of directors to be elected are fulfilled.
- (vi) When a new round of director election is held pursuant to the (v) above, the calculation of cumulation should be based on the directors to be elected during the round of election in question.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.