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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 2014  
SECOND EXTRAORDINARY GENERAL MEETING**

**Notice is hereby given** that the 2014 Second Extraordinary General Meeting (the “EGM”) of Dynagreen Environmental Protection Group Co., Ltd. (the “Company” and together with its subsidiaries, the “Group”) will be held at 10:00 a.m. (registration will begin at 9:30 a.m.) on Friday, 7 November 2014 at 16th Floor, Block B, Fukai Building, No. 19 Finance Street, Xicheng District, Beijing, China for the purpose of considering and approving the following resolutions:

**Ordinary Resolutions**

1. To consider and approve the resolution on the election of Mr. HU Shengyong as executive Director of the Company
2. To consider and approve the resolution on the election of Mr. MA Xiaopeng as non-executive Director of the Company
3. To consider and approve the resolution on the application for loans from China Everbright Bank by Anshun Project Company in respect of the municipal solid waste-to-energy project
4. To consider and approve the resolution on the application for loans from Bank of Beijing by Jurong Project Company in respect of the municipal solid waste-to-energy project
5. To consider and approve the resolution on the change in use of proceeds

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

Shenzhen, the PRC  
22 September 2014

*As at the date of this notice, the non-executive Directors are Mr. Zhi Jun, Mr. Guo Yanbin<sup>#</sup>, Ms. Sun Jing, Mr. Liu Shuguang and Mr. Yao Ji<sup>#</sup>, the executive Director is Mr. Qiao Dewei and the independent non-executive Directors are Mr. Lai Desheng, Ms. Chen Xin and Mr. Kwan Kai Cheong.*

<sup>#</sup> Details refer to the List of Directors and their Role and Function published by the Company on 20 August 2014.

\* For identification purposes only

*Note:*

1. For details of the resolution on the election of Mr. HU Shengyong as executive Director of the Company, please refer to the Appendix I to this notice. For details of the resolution on the election of Mr. MA Xiaopeng as non-executive Director of the Company, please refer to the Appendix II to this notice. For details of the resolution on the application for loans from China Everbright Bank by Anshun Project Company in respect of the municipal solid waste-to-energy (“WTE”) project, please refer to the Appendix III to this notice. For details of the resolution on the application for loans from Bank of Beijing by Jurong Project Company in respect of the municipal solid waste-to-energy project, please refer to the Appendix IV to this notice. For details of the resolution on the change in use of proceeds, please refer to the Appendix V to this notice.
2. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of the resolutions set out in the notice of EGM will be voted by poll. Poll results will be published on the Company’s website at [www.dynagreen.com.cn](http://www.dynagreen.com.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
3. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. Shareholders or their proxies shall produce their identity documents when attending the EGM.
4. In order to be valid, the form appointing a 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 H-Share Registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, at least 24 hours before the EGM or any adjourned meeting thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjourned meeting thereof should he/she so wish.
5. The H-Share register of members of the Company will be closed, for the purpose of determining H shareholders’ entitlement to attend the EGM, from Wednesday, 8 October 2014 to Friday, 7 November 2014 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, H shareholders must lodge all share transfers, accompanied by the relevant share certificates, for registration with the Company’s H Share Registrar, Tricor Investor Services Limited not later than 4:30 p.m. on Tuesday, 7 October 2014. H shareholders who are registered with Tricor Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.
6. In case of joint shareholdings, 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.
7. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Board Secretariat of the Company or the Company’s H Share Registrar, Tricor Investor Services Limited, by post or by fax on or before Saturday, 18 October 2014. The address of the Company’s Board Secretariat is 2nd Floor, Northeastern Wing, Jiuzhou Electronic Building, No. 7 Keji South 12th Street, Nanshan District, Shenzhen 518057, PRC (Telephone: (86755) 3363 1256, Fax: (86755) 3363 1220). The address of Tricor Investor Services Limited is Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (Telephone: (852) 2980 1333).
8. Shareholders who attend the EGM in person or by proxy shall bear their own traveling and accommodation expenses.

## APPENDIX I

### RESOLUTION ON THE ELECTION OF MR. HU SHENGYONG AS EXECUTIVE DIRECTOR OF THE COMPANY

Upon the consideration and approval by the Company at the Board of Directors (the “**Board**”) meeting convened on 20 August 2014, the former non-executive Director of the Company Mr. GUO Yanbin has resigned as the Deputy Chairman, non-executive Director of the Company and member of the Nomination Committee of the Board due to age reason. It is proposed by the Board that Mr. HU Shengyong be elected as an executive Director of the Company. The term of office of Mr. HU Shengyong will commence from the date of approval at the EGM and end on the expiration of the term of the current session of the Board (i.e., 10 April 2015).

The biographical details of Mr. HU Shengyong are as follows: Mr. HU Shengyong, aged 44, born in December 1969, is currently the Chief Financial Officer of the Company. Mr. HU worked at the finance department of Wuhan Zhengxin State-owned Assets Management Company (武漢正信國有資產經營有限公司) (“**Zhengxin Company**”) from August 1996 to November 2000. Under the delegation of Zhengxin Company, he served as the chief accountant at Wuhan Unity Laser Co., Ltd. (武漢團結鐳射股份有限公司) from November 2000 to May 2001 and served as director of the general office of the chief financial officer and a manager of Department of Auditors of Zhengxin Company from May 2001 to March 2004. Mr. HU served as the president assistant as well as the general manager of the Audit Department of Wuhan Securities (武漢證券公司) from April 2004 to September 2005, and served as the general manager of the Central China Region of Sunrise Environmental Protection Group (晨興環保集團公司華中區) from September 2005 to August 2008. Between August 2008 and January 2010, Mr. HU served as the president assistant of Shenzhen Dynagreen Environmental Engineering Co., Ltd (深圳綠色動力環境工程有限公司) (the predecessor of the Company). From January 2010 to April 2012, Mr. HU served as the Chief Financial Officer of Shenzhen Dynagreen Environmental Engineering Co., Ltd (深圳綠色動力環境工程有限公司) (the predecessor of the Company). Since April 2012, Mr. HU has served as the Chief Financial Officer of the Company. Mr. HU was the Secretary of the Board from April 2012 to December 2013. Mr. HU graduated from China University of Geosciences (中國地質大學) with an Engineering Bachelor’s degree majoring in Economic Management Engineering in June 1991. Mr. HU qualified as a senior accountant, the certificate of which is issued by Senior Evaluation Committee of Accounting Profession of Hubei Province (湖北省會計專業高級評委會) in March 2003.

Mr. HU concurrently serves as the chairman of the board of directors of Wuhan Dynagreen Renewable Energy Co., Ltd. (武漢綠色動力再生能源有限公司) and Haining Dynagreen Renewable Energy Co., Ltd. (海寧綠色動力再生能源有限公司), which are the subsidiaries of the Company.

Currently, executive Directors of the Company do not receive any remuneration from the Company. Mr. HU received remuneration of RMB40,744 per month in aggregate from the Group in respect of his duty as the Chief Financial Officer of the Company. His remuneration is determined with reference to his qualification and the requirements of his position.

As far as the Directors of the Company are aware and save as disclosed above, the aforementioned candidate for Director did not hold any directorship in other public companies, the securities of which are listed on any securities market in mainland China, Hong Kong or overseas in the last three years, nor does he have any relationship with any Director, senior management or substantial or controlling shareholder of the Company. As at the date of this notice, the aforementioned candidate for Director 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 the aforementioned candidate as Director that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor are there any other matters that need to be brought to the attention of the shareholders of the Company. The aforementioned candidate for Director has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

## **APPENDIX II**

### **RESOLUTION ON THE ELECTION OF MR. MA XIAOPENG AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

Upon the consideration and approval by the Company at the Board meeting convened on 20 August 2014, the former non-executive Director of the Company Mr. YAO Ji has resigned as the non-executive Director of the Company and member of the Audit Committee of the Board due to personal work arrangement. It is proposed by the Board that Mr. MA Xiaopeng be elected as a non-executive Director of the Company and members of the Nomination Committee and the Audit Committee of the Board. The term of office of Mr. MA Xiaopeng will commence from the date of approval at the EGM and end on the expiration of the term of the current session of the Board (i.e., 10 April 2015).

The biographical details of Mr. MA Xiaopeng are as follows: Mr. MA Xiaopeng, aged 36, born in August 1978, is currently the deputy general manager of Beijing Industrial Developing Investment Management Co., Ltd (北京市工業發展投資管理有限公司). Between July 2005 and June 2010, Mr. MA served as the project manager at Beijing Municipal Engineering Consulting Corporation (北京市工程諮詢公司). From June 2010 to June 2013, Mr. MA successively served as the project manager and the senior project manager at the infrastructure investment department of Beijing State-owned Assets Management Co., Ltd. (北京市國有資產經營有限責任公司). Since June 2013, Mr. MA served as the deputy general manager of Beijing Industrial Developing Investment Management Co., Ltd. (北京市工業發展投資管理有限公司). Mr. MA graduated from Tsinghua University with an Engineering Bachelor's degree majoring in Hydraulic Engineering in July 2002. Mr. MA furthered his studies in Management Science and Engineering at Tsinghua University from September 2002 and received a Master's degree in Management in July 2005.

Mr. MA currently does not hold any position with the Company or any of its subsidiaries.

Currently, non-executive Directors of the Company do not receive any remuneration from the Company.

As far as the Directors of the Company are aware and save as disclosed above, the aforementioned candidate for Director did not hold any directorship in other public companies, the securities of which are listed on any securities market in mainland China, Hong Kong or overseas in the last three years, nor does he have any relationship with any Director, senior management or substantial or controlling shareholder of the Company. As at the date of this notice, the aforementioned candidate for Director 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 the aforementioned candidate for Director that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor are there any other matters that need to be brought to the attention of the shareholders of the Company. The aforementioned candidate for Director has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

## **APPENDIX III**

### **RESOLUTION ON THE APPLICATION FOR LOANS FROM CHINA EVERBRIGHT BANK BY ANSHUN PROJECT COMPANY IN RESPECT OF THE MUNICIPAL SOLID WASTE-TO-ENERGY PROJECT**

To fulfill the capital requirements for the construction of Anshun Waste-To-Energy Project of the Company, Anshun Dynagreen Renewable Energy Co., Ltd. (“**Anshun Project Company**”), a subsidiary of the Company proposed to apply for project loans from the Shenzhen Branch of China Everbright Bank and the main conditions of the loans are as follows:

1. The aggregate amount of the loans is RMB150 million, with an interest rate not exceeding 10% above the prevailing benchmark interest rate for RMB-denominated loans published by the People’s Bank of China;
2. The term of the loans is 10 years, with a grace period of 2 years;
3. Types of guarantee: joint-liability guarantee to be provided by the Company.

Pursuant to Article 64 of the Articles of Association and Rule 15 of the “Rules Governing the Provision of Guarantees to External Parties” of the Company, any guarantee to external parties provided by the Company and the subsidiaries of the Company that in aggregate amounts to or exceeds 50% of the latest audited net asset value shall be subject to approval by shareholders at general meetings of the Company. Hence, the abovementioned guarantee must be considered and approved in accordance with the stipulated procedures at a general meeting of the Company.

## APPENDIX IV

### **RESOLUTION ON THE APPLICATION FOR LOANS FROM BANK OF BEIJING BY JURONG PROJECT COMPANY IN RESPECT OF THE MUNICIPAL SOLID WASTE-TO-ENERGY PROJECT**

To fulfill the capital requirements for the construction of Jurong Waste-To-Energy Project of the Company, Jurong Dynagreen Renewable Energy Co., Ltd. (“**Jurong Project Company**”), a subsidiary of the Company proposed to apply for project loans from the Shenzhen Branch of Bank of Beijing and the main conditions of the loans are as follows:

1. The aggregate amount of the loans is RMB220 million, with an interest rate not exceeding 5% above the prevailing benchmark interest rate for RMB-denominated loans published by the People’s Bank of China;
2. The term of the loans is 10 years, with a grace period of 2 years;
3. Types of guarantee: 1) pledge of the income from waste disposal and electricity which the applicant is legally entitled to and can be pledged by the applicant under the laws; 2) joint-liability guarantee to be provided by the Company.

Pursuant to Article 64 of the Articles of Association and Rule 15 of the “Rules Governing the Provision of Guarantees to External Parties” of the Company, any guarantee to external parties provided by the Company and the subsidiaries of the Company that in aggregate amounts to or exceeds 50% of the latest audited net asset value shall be subject to approval by shareholders at general meetings of the Company. Hence, the abovementioned guarantee must be considered and approved in accordance with the stipulated procedures at a general meeting of the Company.

## APPENDIX V

### RESOLUTION ON THE CHANGE IN USE OF PROCEEDS

On 8 September 2014, the board of directors of the Company approved the resolution in relation to the change in the use of proceeds from the Global Offering (as defined in the prospectus issued by the Company on 9 June 2014 (the “**Prospectus**”)) (the “**Net Proceeds**”) in the revised manner as follows:

#### INTENDED USE OF THE NET PROCEEDS

Approximately 75% of the Net Proceeds will be used for developing WTE business in the PRC through the repayment of debt (such debt, comprising RMB106.4 million in bank loans (with the final due date in 2022) obtained by the Rushan Company (as defined in the Prospectus), RMB254.7 million in bank loans (with the final due date in 2021) obtained by the Wuhan Company (as defined in the Prospectus) and RMB184.5 million in bank loans obtained by the Taizhou Company (as defined in the Prospectus), was incurred to finance project construction)

Approximately 10% of the Net Proceeds will be used for developing the offshore WTE business of the Group, particularly for further capital contribution to Blue-ocean Environment for expanding offshore projects, including conducting feasibility studies, performing environmental impact assessments and undertaking other preliminary work pursuant to the non-legally binding framework agreements to construct WTE projects in Thailand and Malaysia

#### REVISED USE OF THE NET PROCEEDS

The Company intends to repay the loan of the Taizhou Project amounting to HK\$290 million (equivalent to approximately RMB230 million) in September. The Company intends to apply the remaining proceeds, originally intended for the repayment of debt amounting to HK\$550 million (equivalent to approximately RMB440 million), to the construction of the Company’s new projects in accordance with the construction requirements of such new projects

No change to the intended use



Approximately 5% of the Net Proceeds will be used for enhancing research and development capabilities and investing in research and development of waste incineration technology, including approximately RMB5 million shall be applied to improving the 350-ton grate incinerator; approximately RMB10 million shall be applied to developing a 400-ton grate incinerator; approximately RMB5 million shall be applied to developing waste incineration flue gas purification processes; and approximately RMB10 million shall be applied towards developing oxygen-enriched waste incineration processes, among others

No change to the intended use

Approximately 10% of the Net Proceeds will be used for providing further working capital to the Company

No change to the intended use

As set out in the section headed “Future Plans and Use of Proceeds” of the Prospectus issued by the Company on 9 June 2014, 75% of the Net Proceeds were originally planned to be used to repay bank loans of the Wuhan Project, the Taizhou Project and the Rushan Project. However, after taking into account the following reasons, the Company intends to repay the loan of the Taizhou Project amounting to HK\$290 million in September 2014, and the proceeds of approximately HK\$550 million (equivalent to approximately RMB440 million) originally intended for the repayment of the remaining bank loans (including the bank loans of the Rushan Project and the Wuhan Project) are intended to be used to satisfy the construction requirements for the development of new projects. The actual use of the proceeds will be assigned according to the actual progress of each project:

- a. As at the date of this notice, the Company has a total of 12 projects under development or in preparation stage, three of which, namely the Anshun Project, the Jurong Project and the Jixian Project are under construction. The remaining 9 projects, including the Huizhou Project, the Ninghe Project, the Hongan Project and the Longhui Project, are in preparation stage. The registered capital of each of the project companies in charge of the development of the projects is over RMB100 million. Currently, several project companies have only paid up the initial payment of 20% of the capital contribution, and there is still shortfall in the capital of the project companies. The actual amount and time of capital contribution would depend on the progress of the legal procedures for registration. Since listing, the Company has, on the one hand, spared no effort to develop new projects while on the other hand, has accelerated the progress of the legal procedures for registration so that the projects in preparation stage can commence earlier than their scheduled dates. For example, on 8 July 2014, the Company signed a concession agreement in relation to the Longhui Project while in September 2014, it also won the bid for the Shantou Chaoyang Project; in relation to the Ninghe Project, it has passed the experts review of the environmental impact assessment and it is expected that this project will be given the green light on environmental impact assessment within three months if it progresses smoothly. The site selection of the Hongan Project will also be confirmed by the end of October 2014. For details of the Huizhou Project, the Ninghe Project, the Hongan Project

and other projects under development or in preparation stage, please refer to the Prospectus, and for details of updates on projects under development or in preparation stage (if any), please refer to the Company's interim results announcement published on 20 August 2014. For details of the Longhui Project, please refer to the announcement published by the Company on 8 July 2014. Based on the latest development of these projects, in order to commence construction earlier than their scheduled dates, the funds for project construction (including the capital of the project companies and the bank loans for the project) must be in place on time. Accordingly, if the proceeds intended to be used to repay loans of the Rushan Project and the Wuhan Project (as at 30 June 2014: the aggregate balance of these loans amounted to approximately RMB363 million) are used in the construction of new projects, the progress of the projects in preparation stage will be accelerated and construction can commence earlier than their scheduled dates. Hence returns will be brought to the investors at an earlier time.

- b. Taking into consideration the development strategy and the construction arrangement of each project of the Company and the actual funding position of the Company, and with a view to improving the efficiency in the application of the proceeds raised, the directors believe that such an initiative is in the best long-term interest of the Company and the Shareholders as a whole.

The Directors are of the view that, based on reasonable enquiries of the Group's working capital, the Company has the necessary liquid funds to finance its working capital and capital expenditure requirements at present and for the next twelve months from the date of the prospectus.

Pursuant to the relevant laws and regulations, the above-mentioned intended change in the use of the proceeds is subject to approval by the Shareholders of the Company.