



**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 2014 Second Extraordinary General Meeting of**  
**Dynagreen Environmental Protection Group Co., Ltd.\***  
**to be held on 7 November 2014 and at any adjourned meeting thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 2)</sup> \_\_\_\_\_ being the registered holder(s)  
of \_\_\_\_\_ H shares/domestic shares <sup>(Note 3)</sup> 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 <sup>(Notes 4 and 5)</sup>  
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 2014 Second Extraordinary General Meeting (the "EGM") of  
the Company to be held at the 16th Floor, Block B, Fukai Building, No. 19 Finance Street, Xicheng District, Beijing, China at 10:00 a.m. on  
Friday, 7 November 2014 and at any adjournment thereof 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. <sup>(Note 6)</sup>

	Ordinary Resolutions	For	Against	Abstain
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			

Further details of the above resolutions are set out in the notice of the Company dated 22 September 2014.

Signature: \_\_\_\_\_ <sup>(Note 7)</sup> Date: \_\_\_\_\_ 2014

**NOTES:**

- Please insert full name(s) of the shareholder(s) as registered in the register of members of the Company in **BLOCK CAPITALS**.
- Please insert full address(es) of the shareholder(s) as registered in the register of members of the Company in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please delete the type of shares (domestic shares or H shares) to which this proxy form does not relate.
- 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.
- 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.**
- 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 proxy form 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.
- This proxy form 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 proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. **In case of joint shareholdings, any one shareholder may sign this proxy form. 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.**
- To be valid, this proxy form, 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 least 24 hours before the EGM or adjourned meeting. Tricor Investor Services Limited is located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. The effective period of appointment of your proxy appointed under this proxy form shall cease upon conclusion of the EGM or any adjourned meeting.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM if you so wish.

\* For identification purposes only