

**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 2015 Annual General Meeting of  
 Dynagreen Environmental Protection Group Co., Ltd.  
 to be held on 17 June 2016 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 2015 Annual General Meeting (the "AGM") of the Company to be held at the 16th Floor, Block B, Fukai Building, No. 19 Finance Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Friday, 17 June 2016 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 AGM.

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 report of the Board for the year 2015			
2.	To consider and approve the report of the Supervisory Committee for the year 2015			
3.	To consider and approve the proposed profit distribution plan (a dividend of RMB0.03 per Share) for the year 2015			
4.	To consider and approve the proposed re-appointment of KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration for the year 2016			
5.	To consider and approve the proposed business operation plan and financial budget for the year 2016			
6.	To consider and approve the financial report for the year 2015			
7.	To consider and approve the proposed provision of guarantees by the Company to banks in respect of the banking facilities granted to certain subsidiaries for the year 2016			
8.1	To consider and approve the Company entering into the loan agreement with Beijing State-owned Assets Management Co., Ltd. (北京市國有資產經營有限責任公司)			
8.2	To consider and approve the payment of various expenses by Changzhou Dynagreen Environmental and Thermoelectric Co., Ltd. to Changzhou Zhengyuan Environmental Protection Resources Utilization Co., Ltd.			
8.3	To consider and approve the provision of joint-liability guarantee for the application to Beijing State-owned Assets Financial Leasing Co., Ltd for financial leasing.			
9.	To consider and approve the appraisal for 2015 and proposed remuneration packages for 2016 of the Directors and the Supervisors			

Special Resolution		For	Against	Abstain
10.	To consider and approve the proposed granting of the General Mandate to the Board to issue Domestic Shares and/or H Shares			

Further details of the above resolutions are set out in the circular of the Company dated 29 April 2016.

Signature: \_\_\_\_\_ (Note7)

Date: \_\_\_\_\_ 2016

**NOTES:**

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 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.
4. If you are a shareholder who is entitled to attend and vote at the AGM, 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 AGM in person in order to represent you.
5. If a proxy other than the Chairman of the AGM 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 AGM 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 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 AGM. The shares abstained will be counted in the calculation of the required majority.
7. 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 AGM 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 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 place of business or H Share Registrar of the Company **24 hours before the time appointed for holding the AGM or any adjournment thereof.** In the case of holders of domestic shares, the related documents should be sent to the Company at 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 should be sent to Tricor Investor Services Limited, 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 AGM or any adjourned meeting.
9. Completion and delivery of this proxy form will not preclude you from attending and voting in person at the AGM if you so wish.