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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 THE ANNUAL GENERAL MEETING FOR THE YEAR 2015

NOTICE IS HEREBY GIVEN that an annual general meeting for the year 2015 (the “**AGM**”) of Dynagreen Environmental Protection Group Co., Ltd.* (the “**Company**”) will be held at 16th Floor, Block B, Fukai Building, No. 19 Finance Street, Xicheng District, Beijing, the PRC on Friday, 17 June 2016 at 10:00 a.m. for the purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated 29 April 2016.

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE AGM

As ordinary resolutions:

- (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) to consider and approve the proposed connected transactions in the ordinary course of business for 2016:
 - (8.1) to consider and approve the Company entering into the loan agreement with BSAM; and

(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; and

As special resolution:

(10) to consider and approve the proposed granting of the General Mandate to the Board to issue Domestic Shares and/or H Shares.

Details of the above resolutions proposed at the AGM are contained in the 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, PRC
29 April 2016

As at the date of this notice, the non-executive directors are Mr. Zhi Jun, Mr. Guo Yitao, Mr. Liu Shuguang and Mr. Ma Xiaopeng; 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.

ATTENDEE OF THE AGM

1. Eligibility for attending the AGM

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM, the H Share register of members of the Company will be closed from Wednesday, 18 May 2016 to Friday, 17 June 2016 (both days inclusive). Holders of H Shares who wish to attend the AGM shall lodge their share certificates accompanied with the transfer documents to the H Share Registrar of the Company, Tricor Investor Services Limited (address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong), before 4:30 p.m. on Tuesday, 17 May 2016 for registration.

2. Proxy

- (a) A member eligible to attend and vote at the AGM is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a shareholder of the Company.
- (b) A proxy should be appointed by a written instrument signed by the appointer or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) 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 or H Share Registrar of the Company. In the case of holders of Domestic Shares, the address is 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 address is Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time designated for holding of the AGM.
- (d) A Shareholder or his proxy may exercise the right to vote by poll.

3. Registration procedures for attending the AGM

- (a) A Shareholder or his proxy shall produce proof of identity when attending the meeting. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder, he/she may attend the AGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.
- (b) Holders of H Shares and Domestic Shares intending to attend the AGM should return the reply slip for attending the AGM to the Company on or before Friday, 27 May 2016.
- (c) Shareholder may send the above reply slip to the Company in person, by post or by fax. In the case of holders of Domestic Shares, the address is 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 address is Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

4. Final Dividend

For the purpose of ascertaining the eligibility of Shareholders for the 2015 Final Dividend, the register of members of the Company will be closed from Saturday, 25 June 2016 to Thursday, 30 June 2016 (both days inclusive). In order to qualify for the 2015 Final Dividend, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the H Shares Registrar of the Company, Tricor Investor Services Limited (address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong), before 4:30 p.m. on Friday, 24 June 2016.

5. Miscellaneous

- (a) The AGM will not last for more than half a day. Shareholders who attend the AGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (b) The address of the Share Registrar of H Shares of the Company, Tricor Investor Services Limited is at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (c) The registered office of the Company is at:

2nd Floor Northeastern Wing, Jiuzhou Electronic Building,
007 Keji South 12th Street, Nanshan District, Shenzhen, the PRC
Post Code: 518057
Telephone No.: (+86) 755 3363 1256
Facsimile No.: (+86) 755 3363 1220
- (d) Pursuant to the Articles, the annual Duty Report of independent non-executive Directors is a matter to be reported to the AGM but not for Shareholders' approval. The 2015 Duty Report of independent non-executive Directors is set out in Appendix II to the circular for Shareholders' information.

* *For identification purposes only*