



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 Extraordinary General Meeting to be held on Friday, 20 December 2019
(and at any adjournment thereof)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) 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 EXTRAORDINARY GENERAL MEETING ^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us at the extraordinary general meeting (and any adjournment thereof) (the
“Extraordinary General Meeting”) of the Company to be held at 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, 20
December 2019. I/We direct that my/our votes be cast on the resolutions set out in the notice of the Extraordinary General
Meeting dated 4 November 2019 (the “Notice of Extraordinary General Meeting”) as indicated in the appropriate boxes below,
and, if no such indication is given, as my/our proxy thinks fit ^(Note 4).

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the announcement of
the Company dated 30 October 2019 on the proposed non-public issuance of A shares by the Company.

Ordinary Resolutions		For	Against	Abstain
1	To consider and approve the satisfaction of the criteria for non-public issuance of A shares.			
2	To consider and approve the “Dilution of Current Returns due to the Non-public Issuance of A Shares and the Remedial Measures”.			
3	To consider and approve the undertakings with regard to the dilution of current returns due to the Proposed Non-public Issuance of A Shares.			
4	To consider and approve the report on the utilisation of the previously raised funds.			
5	To consider and approve the “Shareholder’s Return Plan for the Years 2019-2021”.			
6	To consider and approve the authorisation to the Board to handle relevant matters in connection with the Proposed Non-public Issuance of A Shares.			
7	To consider and approve the provision of guarantees by the Company in respect of the fixed asset loans to its wholly owned subsidiaries, Guizhou Jinsha Green Energy Co. Ltd* (貴州金沙綠色能源有限公司) and Enshi Green Power Renewable Energy Co., Ltd* (恩施綠色動力再生能源有限公司), and by the Company’s wholly owned subsidiary, Guangdong Bohai Yuneng Environmental Protection Co. Ltd* (廣東博海昕能環保有限公司) in respect of the fixed asset loans to its wholly owned subsidiaries, Zhaoqing Boneng Renewable Resources Power Generation Co. Ltd* (肇慶市博能再生資源發電有限公司).			
Special Resolutions		For	Against	Abstain
8	To consider and approve each of the following proposals concerning the Proposed Non-public Issuance of A Shares:			

Special Resolutions		For	Against	Abstain
	8.1. class and par value of shares to be issued;			
	8.2. method and time of issuance;			
	8.3. target subscribers and the subscription method;			
	8.4. Pricing Benchmark Date and issue price;			
	8.5. number of A Shares to be issued;			
	8.6. amount and use of proceeds;			
	8.7. lock-up period;			
	8.8. place of listing of the A Shares to be issued;			
	8.9. arrangement of accrued undistributed profit of the Company prior to the proposed non-public issuance of A Shares; and			
	8.10. validity period of resolution.			
9	To consider and approve the “Proposal in respect of the Proposed Non-public Issuance of A Shares”.			
10	To consider and approve the “Feasibility Report on the Use of Proceeds from the Non-public Issuance of A Shares”.			
11	To consider and approve the connected transaction with BSAM and the execution of the BSAM Subscription Agreement.			
12	To consider and approve the waiver of BSAM’s obligations to make a general offer of the securities of the Company as a result of the BSAM Subscription under PRC laws and regulations.			
13	To consider and approve the Specific Mandate.			

Dated _____ day of _____ 2019

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in the register of members of the Company in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words “THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Extraordinary General Meeting may appoint more than one proxy (who must be an individual) to attend and vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FOR THE VOTE, PLEASE TICK IN THE BOX MARKED “ABSTAIN”.** The shares abstained will be counted in the calculation of the required majority. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be counted as “Abstained”. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice of Extraordinary General Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same. In case of joint holders of shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
- Where there are joint holders of any shares, any one of such joint holders may vote at the Extraordinary General Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the Extraordinary General Meeting, in person or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at the offices of the Company’s H Share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 24 hours before the time of the meeting Thursday, 19 December 2019 or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only