



綠色動力
DYNAGREEN

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 H Share Class 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 _____ H 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 H SHARE CLASS MEETING ^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us at the class meeting of H Shareholders (and any adjournment thereof) (the “**H Share Class 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 on Friday, 20 December 2019 immediately following the conclusion of the extraordinary general meeting and the class meeting of A shareholders of the Company. I/We direct that my/our votes be cast on the resolutions set out in the notice of the H Share Class Meeting dated 4 November 2019 (the “**Notice of H Share Class 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.

Special Resolutions		For	Against	Abstain
1	To consider and approve each of the following proposals concerning the Proposed Non-public Issuance of A Shares:			
	1.1. class and par value of shares to be issued;			
	1.2. method and time of issuance;			
	1.3. target subscribers and the subscription method;			
	1.4. Pricing Benchmark Date and issue price;			
	1.5. number of A shares to be issued;			
	1.6. amount and use of proceeds;			
	1.7. lock-up period;			
	1.8. place of listing of the A shares to be issued;			
	1.9. arrangement of accrued undistributed profit of the Company prior to the proposed non-public issuance of A shares; and			
	1.10. validity period of resolution.			
2	To consider and approve the “Proposal in respect of the Proposed Non-public Issuance of A Shares”.			
3	To consider and approve the connected transaction with BSAM and the execution of the BSAM Subscription Agreement.			
4	To consider and approve the Specific Mandate.			

Ordinary Resolution		For	Against	Abstain
5	To consider and approve the authorisation to the Board to handle relevant matters in connection with the Proposed Non-public Issuance of A Shares.			

Dated _____ day of _____ 2019

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of H 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).
3. If any proxy other than the Chairman of the H Share Class Meeting is preferred, strike out the words "THE CHAIRMAN OF THE H SHARE CLASS MEETING" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the H Share Class 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.**
4. **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 H Share Class Meeting other than those referred to in the Notice of H Share Class Meeting.
5. 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 the Company.
6. Where there are joint holders of any H share, any one of such joint holders may vote at the H Share Class 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 H Share Class 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).
7. 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 on Thursday, 19 December 2019 or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the H Share Class Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the H Share Class Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only