

THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Dynagreen Environmental Protection Group Co., Ltd.***, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING OF 2024**

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the EGM to be held at the 2nd Floor, Jiuzhou Electronic Building, Keji South 12th Street, Nanshan District, Shenzhen, the PRC at 2:30 p.m. on Friday, 20 December 2024 is set out on pages 6 to 8 of this circular.

If you intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event on or before Tuesday, 10 December 2024.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorised in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. If the proxy form is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other document of authorisation, must be notarially certified.

Whether or not you are able to attend the EGM in person, please complete and return the enclosed proxy form in accordance with the instructions as soon as possible and in any event not less than 24 hours before the time appointed for the EGM (i.e., not later than Thursday, 19 December 2024 at 2:30 p.m. (Hong Kong time) for EGM) or the adjourned meeting (as the case may be) to Tricor Investor Services Limited (address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) (for H Shareholders). Completion and delivery of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof, and in such event, the proxy shall be deemed to be revoked.

In the case of joint holders of shares of the Company, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the EGM, either in person or by proxy in respect of such shares.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings.

“A Share(s)”	ordinary shares of the Company with nominal value of RMB1.00 each and listed on the Shanghai Stock Exchange and traded in RMB
“Audit and Risk Management Committee”	the audit and risk management committee of the Company
“Board of Directors” or the “Board”	the board of directors of the Company
“Company”	Dynagreen Environmental Protection Group Co., Ltd.* (綠色動力環保集團股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC on 23 April 2012, the H shares of which are listed on the Main Board of Hong Kong Stock Exchange (Stock Code: 1330) and the A shares of which are listed on the Shanghai Stock Exchange (Stock Code: 601330)
“Director(s)”	director(s) of the Company
“EGM Notice”	the notice for convening the EGM set out on pages 6 to 8 of this circular
“Extraordinary General Meeting” or “EGM”	the third extraordinary general meeting of the Company for the year 2024 to be convened and held on Friday, 20 December 2024
“Group”, “us” or “we”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested ordinary share(s) of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

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DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including both A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares



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(Stock Code: 1330)

Executive Directors:

Mr. QIAO Dewei (*Chairman*)

Mr. HU Shengyong

Non-executive Directors:

Mr. LIU Shuguang

Mr. ZHAO Zhixiong

Mr. HU Tianhe

Mr. YAN Chunxu

Independent non-executive Directors:

Ms. OUYANG Jiejiao

Mr. ZHENG Zhiming

Mr. ZHOU Beihai

3 December 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING OF 2024**

I. INTRODUCTION

The purpose of this circular is to provide you with further information in relation to the ordinary resolution to be proposed to seek approval of the Shareholders at the EGM for the appointment of auditor of the Company.

* *For identification purposes only*

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF NEW AUDITOR AND AUTHORIZATION TO THE MANAGEMENT TO FIX ITS REMUNERATION FOR THE YEAR OF 2024

Reference is made to the announcement of the Company dated 30 October 2024, in relation to the proposed change of auditor. In view of the recent public information and considering the Company's existing business situation and the demand for audit services, the Board, according to the tender results with respect to the engagement of the auditor of the Company and with the recommendation from the Audit and Risk Management Committee, proposed to appoint BDO China Shu Lun Pan Certified Public Accountants LLP as the new auditor of the Company for the year of 2024 with effect from the close of the EGM and to hold office until the conclusion of the next annual general meeting of the Company and it is also proposed that the management shall be authorized to fix its remuneration for the year of 2024, subject to the approval of Shareholders by an ordinary resolution at the EGM. PricewaterhouseCoopers Zhong Tian LLP ("PwC") is no longer the auditor of the Company for the year of 2024. PwC, in their resignation letter, confirmed there are no matters that need to be brought to the attention of the shareholders and the creditors of the Company. The Board and the Audit and Risk Management Committee confirm that there is no disagreement or outstanding matters between PwC and the Company, and there are no matters relating to the proposed change of auditor that need to be brought to the attention of the Shareholders.

BDO China Shu Lun Pan Certified Public Accountants LLP is an eligible audit firm approved by the Ministry of Finance of the PRC and the China Securities Regulatory Commission to provide auditing services in accordance with the China Accounting Standards for Business Enterprises to PRC incorporated issuers.

The Audit and Risk Management Committee has considered a number of factors in assessing the proposed appointment of BDO China Shu Lun Pan Certified Public Accountants LLP including but not limited to (i) the guidelines issued by the Financial Reporting Council; (ii) its experience in handling audit work for listed companies in PRC and Hong Kong; (iii) its professional expertise, technical competence and relevant resources; (iv) its independence and objectivity; and (v) its fee quote and audit proposal.

Based on the above, the Audit and Risk Management Committee has assessed and considered BDO China Shu Lun Pan Certified Public Accountants LLP independent, competent and capable (including manpower, expertise, time and other resources) to act as the auditor of the Company. The Audit and Risk Management Committee is of the view that the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditor of the Company is in the interest of the Company and its Shareholders as a whole.

III. EGM AND PROXY ARRANGEMENT

The EGM Notice is set out on pages 6 to 8 of this circular.

Pursuant to the Hong Kong Listing Rules, any vote of the Shareholders at the EGM must be taken by poll. The poll results will be published by the Company after the EGM in the manner prescribed under the Hong Kong Listing Rules.

LETTER FROM THE BOARD

In order to determine the list of H Shareholders who are entitled to attend the EGM, the Company's register of members will be closed from Tuesday, 17 December 2024 to Friday, 20 December 2024, both days inclusive, during which period no transfer of Shares will be effected. H Shareholders whose names appear on the Company's register of members on Monday, 16 December 2024 after close of business are entitled to attend the EGM. In order to attend and vote at the EGM, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the Company's H Share Registrar, Tricor Investor Services Limited at or before 4:30 p.m. on Monday, 16 December 2024. The address of the H Share Registrar is 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.dynagreen.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's H Share Registrar, Tricor Investor Services Limited (address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) (for H Shareholders) not less than 24 hours before the time appointed for the EGM (i.e. not later than Thursday, 19 December 2024 at 2:30 p.m. (Hong Kong time) for EGM) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish, and in such event, the proxy shall be deemed to be revoked.

IV. RECOMMENDATION

The Board (including all independent non-executive Directors) considers that the abovementioned resolution is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders (other than those Shareholders who need to abstain from voting in respect of certain resolutions) to vote in favor of such resolution to be proposed at the EGM as set out in the EGM Notice.

Yours faithfully,

By Order of the Board

Dynagreen Environmental Protection Group Co., Ltd.*

Qiao Dewei

Chairman

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NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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Dynagreen Environmental Protection Group Co., Ltd.*

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(Stock Code: 1330)

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2024

NOTICE IS HEREBY GIVEN that the third extraordinary general meeting for the year 2024 (the "EGM") of Dynagreen Environmental Protection Group Co., Ltd.* (the "Company") will be held at the 2nd Floor, Jiuzhou Electronic Building, Keji South 12th Street, Nanshan District, Shenzhen, the PRC at 2:30 p.m. on Friday, 20 December 2024 for the purposes of considering and, if deemed appropriate, approving the following resolution. 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 3 December 2024.

RESOLUTION TO BE CONSIDERED AT THE EGM

As Ordinary Resolution:

- (1) to consider and approve the proposed appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the new auditor of the Company for the year of 2024 with effect from the close of the EGM and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the management to fix its remuneration for the year 2024.

Details of the above resolution proposed at the EGM 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.*

Qiao Dewei

Chairman

Shenzhen, PRC

3 December 2024

* For identification purposes only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

As of the date of this notice, the executive directors of the Company are Mr. Qiao Dewei and Mr. Hu Shengyong; the non-executive directors of the Company are Mr. Liu Shuguang, Mr. Zhao Zhixiong, Mr. Hu Tianhe and Mr. Yan Chunxu; and the independent non-executive directors of the Company are Ms. Ouyang Jiejiao, Mr. Zheng Zhiming and Mr. Zhou Beihai.

Notes:

ATTENDEE OF THE EGM

1. Eligibility for attending the EGM

For the purpose of determining the H Shareholders who are entitled to attend and vote at the EGM, the register of H Share members of the Company will be closed from Tuesday, 17 December 2024 to Friday, 20 December 2024 (both days inclusive), during which period no transfer of H Shares will be registered. H Shareholders who intend to attend the EGM shall lodge their share certificates accompanied with the transfer documents to the H Share Registrar of the Company, Tricor Investor Services Limited (address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) before 4:30 p.m. (Hong Kong time) on Monday, 16 December 2024, being the last share registration date, for registration.

The Shareholders whose names appear on the register of members of the Company on Monday, 16 December 2024 after close of business are entitled to attend and vote at the EGM.

2. Proxy

- (a) A member eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. 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. If the Shareholder is a legal person, such instrument must be executed either under its seal or signed by its director or duly authorized representative.
- (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 H Share Registrar of the Company, Tricor Investor Services Limited (address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong), not less than 24 hours before the time appointed for the EGM (i.e. not later than Thursday, 19 December 2024 at 2:30 p.m. (Hong Kong time) for EGM) or the adjourned meeting (as the case may be) (for the H Shareholder(s) of the Company). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the proxy shall be deemed to be revoked.
- (d) A Shareholder or his proxy may exercise the right to vote by poll. The Shareholder shall have one vote for each share that he/she holds. On a poll taken at the meeting, Shareholders (including proxies) entitled to two or more votes are not required to cast all their votes for or against a resolution or to abstain from voting on a resolution by not casting any of their votes.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

3. Registration procedures for attending the EGM

- (a) A Shareholder shall produce proof of identity and supporting documents in respect of the shares of the Company held 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 may attend the EGM 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. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
- (b) H Shareholders intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before Tuesday, 10 December 2024.
- (c) A Shareholder may send the above reply slip to Tricor Investor Services Limited (address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) in person, by post or by fax.

4. Miscellaneous

- (a) The EGM will not last for more than half a day. The Shareholders who attend the EGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (b) The H Share Registrar of the Company is Tricor Investor Services Limited (address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong).
- (c) The registered office of the Company is at:

2nd Floor, Jiuzhou Electronic Building,
Keji South 12th Street,
Nanshan District, Shenzhen, the PRC
Post Code: 518057
Telephone No.: (+86) 755 3363 1280
Facsimile No.: (+86) 755 3363 1220
- (d) References to time and dates in this notice are to Hong Kong time and dates.
- (e) If the EGM is seriously affected by a typhoon or bad weather condition, the Company will post an announcement on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting. The meeting may still be held as scheduled during a typhoon or bad weather condition. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.