Rules of Procedures for General Meeting of

Dynagreen Environmental Protection Group Co., Ltd.*

CHAPTER 1 GENERAL

Article 1 To safeguard legitimate rights and interests of Dynagreen Environmental Protection Group Co., Ltd. (the "Company") and its shareholders, to further define the scope of duties and powers of the general meeting of the Company, and to regulate its organization and acts, thereby ensure its duties are duly performed in general meeting according to laws with high efficiency, these Rules of Procedures for General Meeting (the "Rules") are formulated pursuant to relevant laws, regulations and normative documents including the Company Law of the PRC (the"Company Law"), the Guidelines for Articles of Association of Chinese Listed Companies and the Rules of Procedures for General Meeting of Listed Companies as well as the Articles of Association of Dynagreen Environmental Protection Group Co., Ltd. (the "Articles of Association"), and relevant rules under the listing rules of the local stock exchange where the Company's shares are listed.

Article 2 The Rules shall be applicable to the general meeting of the Company, and binding upon the Company, shareholders, proxies of shareholders attending the general meeting, directors, and other relevant persons who are in attendance at the general meeting

CHAPTER 2 GENERAL PROVISIONS FOR GENERAL MEETING

Article 3 The general meetings shall include annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year and shall be held within six months after the end of the preceding fiscal year.

Article 4 Extraordinary general meetings will be held on an ad hoc basis. The Company shall convene an extraordinary general meeting within two months after occurrence of any of the following circumstances:

(1) the number of directors is less than the minimum number required by the Company Law or less than two-third of the number prescribed in the Articles of Association;

(2) the losses of the Company that have not been made up reach one-third of the total share capital of the Company;

(3) shareholders who individually or together hold 10% or more of the shares of the Company (excluding treasury shares) require in writing an extraordinary general meeting to be convened;

(4) whenever the board of directors considers necessary;

(5) the Audit and Risk Management Committee proposes an extraordinary general meeting to be convened;

(6) any other circumstances prescribed by the laws, administrative regulations, departmental regulations or the Articles of Association.

Article 5 The venue of a general meeting of the Company shall be the domicile of the Company or another specific location informed by the convener of the general meeting.

Generally, the general meetings shall be set with meeting venue and be held on-site. The Company shall also set an online voting method to facilitate shareholders to attend general meeting. A shareholder who attends a general meeting in the aforesaid man.5(mas7a8(neral)12be)

(8) to amend the Articles of Association;

(9) to

Article 13 Where the Audit and Risk Management Committee or shareholders convene a general meeting in accordance with the provisions of this section, a written notice shall be sent to the board of directors and filed with the relevant stock exchange. The board of directors and the board secretary shall cooperate. The board of directors shall provide the register of shareholders on the shareholding record date. In the event that the board of directors fails to provide the register of members, the convener may apply to the securities registration and settlement institution for obtaining the register of members with the relevant announcements on the convening of the general meeting. The register of members obtained by the convener shall not be used for purposes other than convening of the general meeting. All reasonable expenses incurred for the general meeting convened by the Audit and Risk Management Committee or shareholders shall be borne by the Company.

CHAPTER 4 PROPOSALS AND NOTICES OF GENERAL MEETING

Article 14 The proposed matters shall be within the scope of duties and powers of the general meetings. A proposal shall have a clear subject and specific matters to be resolved, and shall be in compliance with relevant requirements of the laws, administrative regulations and the Articles of Association.

Article 15 When a general meeting is held by the Company, the board of directors, the Audit and Risk Management Committee or shareholders individually or together holding 1% or more of the shares of the Company may make proposals to the Company.

Shareholders individually or together holding 1% or more of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting at least 10 days before the date of the general meeting within the specified period under the Hong Kong Listing Rules. In accordance with the Company Law and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the convener shall issue a supplementary notice of the general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals, and submit the ad hoc proposals to the general meeting for consideration, except for the ad hoc proposals that violate the laws, administrative regulations or the provisions of these Articles of Association, or are not fall within the duties of the general meeting. The Company shall not increase the shareholding of shareholders who submit ad hoc proposals.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general meeting, cannot revise the proposals stated in the notice of general meetings or add new proposals.

A general meeting shall not vote or resolve on any proposal which is not listed in the notice of such general meeting or does not comply with Article 14 of the Rules.

Article 16

Article 19 If a general meeting will discuss the election of directors, the notice o f general meeting shall disclose full information of each candidate for directors. It shall at least include the following:

(1) personal particulars such as education background, work experience and other positions concurrently held by such candidate;

(2) whether he/she has any related/connected relationship with the Company or the controlling shareholder and actual controller of the Company;

(3) the number of shares of the Company held by such candidate;

(4) whether he/she has received any punishment by CSRC or other securities regulatory authorities or sanctions by any stock exchange.

Except for the cumulative voting system for the election of directors, each candidate of director shall be proposed in a separate proposal.

Article 20 A notice of general meeting shall be served on shareholders (whether such shareholders have voting right on such general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or to the extent permitted by applicable laws, regulations and listing rules, by publication on the Company's website or other website designated by the stock exchange where the Company's shares are listed. For holders of domestic shares, a notice of general meeting may be given by public announcement.

CHAPTER 5 CONVENING OF A GENERAL MEETING

Article 23 All shareholders on the register of shareholders on the shareholding record date or their proxies shall be entitled to attend and vote at the general meeting, and vote in accordance with the provisions of relevant law, regulations and the Articles of Association.

Any shareholder entitled to attend and vote at a general meeting has the right to appoint one or more persons (who are not required to be a shareholder) as his proxies to attend and vote on his behalf. Such proxies may exercise the following rights pursuant to the authorization by the shareholder:

(1) the shareholder's right to speak at the general meeting;

(2) the right to demand or join in demanding a poll;

(3) Unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote by a show of hands or on a poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights on a poll.

If the shareholder is a recognised clearing house as defined in the relevant regulations in force from time to time under the laws of Hong Kong (hereinafter referred to as "Recognised Clearing House") (or its proxy), such shareholder may authorise one or more persons it thinks fit to act as its proxy at any general meeting; however, if more than one person is so authorised, the power of attorney shall specify the number and class of the shares with respect to such persons so authorised. The person so authorised may exercise any rights on behalf of such Recognised Clearing House (or its proxy) as if such person were an individual shareholder of the Company and must have the same legal rights as other shareholders, including the right to speak and vote.

Article 24 An individual shareholder who attends the general meeting in person shall produce his or her own identity card or other valid documents or proof evidencing his or her identity. If he or she appoints a proxy to attend the meeting on his or her behalf, the proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.

Shareholders who are legal persons shall attend and vote at a meeting by their legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he or she shall produce his or her own identity card and a valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall present his or her own identity card and the power of attorney issued by the legal representative of the shareholder as a legal person. If the legal person has appointed a proxy to attend the meeting, it shall be deemed that is has attended the meeting in person, except for

Article 25 The instrument appointing a proxy shall be in writing and signed by the appointing shareholder or his attorney duly authorized in writing; where the appointing shareholder is a legal person, such instrument shall be under its seal or signed by its director or duly authorized representative. Where such a proxy form for voting is signed by a person authorized by the principal, the power of attorney for authorized signature or other authorization documents shall be notarized. The power of attorney or other authorization documents upon notarized shall, together with the proxy form for voting, be placed at the Company's domicile or such other location as specified in the notice of the meeting.

The instrument issued by the shareholder to appoint a proxy to attend the general meeting shall state the following contents:

(1) the name of the principal, as well as the class and number of shares of the Company held by him/her;

(2) the name of the proxy;

(3) specific instructions from shareholders, including instructions as to whether to vote "for" or "against" or "abstained" from voting on, each item on the agenda of the general meeting as an item for consideration thereat;

(4) the signing date and validity term of the instrument;

Article 30 The convener and the lawyer appointed by the Company shall examine

Article 33 In the annual general meeting, the board of directors shall report their work during the past year to the general meeting. Each independent director shall also present a work report.

Article 34 Directors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.

Article 35 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting as well as the total number of voting shares held by them, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article 36 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the convener shall take necessary measures to promptly resume the meeting or directly terminate that meeting, and make a timely public announcement. Meanwhile, the convener shall report to relevant regulatory authorities and the stock exchange of the place where the Company's shares are listed in accordance with applicable laws, regulations or listing rules.

CHAPTER 6 VOTING AND RESOLUTIONS AT GENERAL MEETINGS

Article 37 Resolutions of the general meeting include ordinary resolutions and special resolutions.

An ordinary resolution at a general meeting shall be passed by more than one half of the voting shares held by shareholders attending the general meeting (whether in person or by proxy).

A special resolution at a general meeting shall be passed by at least two-third of the voting rights held by shareholders attending the general meeting (whether in person or by proxy).

Article 38 When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one vote.

Where the general meeting considers significant matters affecting the interests of the small and medium-sized investors, the voting of small and medium-sized investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.

The Company's shares which are repurchased and held by the Company as treasury shares ("treasury shares") do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a general meeting.

Subject to applicable laws, regulations and/or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to relevant laws, administrative regulations or the provisions of the CSRC may publicly solicit the voting rights of shareholders. When soliciting voting rights from the shareholders, information such as specific voting intentions should be fully disclosed to the shareholders being solicited. Soliciting voting rights from the shareholders with compensation or disguised compensation is prohibited. Except for statutory conditions, the Company must not set a lowest shareholding percentage when soliciting the shareholder voting rights.

When the general meeting considers related/connected transactions, if so required under the applicable laws, regulations or listing rules of the place where the Company's shares are listed, the related/connected shareholders shall abstain from such voting, and the voting shares held by such shareholders will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related/connected shareholders.

If any shareholder is required by applicable laws, regulations and listing rules of the place where the Company's shares are listed, the Articles of Association and these Rules of Procedures to vote for or to vote against or to abstain from voting on (as the case may be) any particular proposal, the shareholder shall waived the voting rights or abstain from voting in accordance with such provisions; any votes cast by the shareholders (or their proxies) in violation of such requirement or restriction shall not be counted in the voting results.

Article 39 Voting at general meeting will record the name of the voter.

When considering a proposed resolution, the general meeting shall not revise it; if an amendment is made, it shall be deemed as a new proposed resolution and may not be voted on during the current general meeting.

The same vote may only be cast once at the location of a general meeting, or by online voting or other means. Where the same vote is cast for two or more times, the first cast shall hold.

A shareholder attending a general meeting shall express one of the following opinions on any proposed resolution to be voted on: for, against or abstention. Save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of shares under the Stock Connect between Mainland and Hong Kong, make reporting in accordance with the instruction of the de facto holders of relevant shares.

If a poll is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and the voting results for the number of shares that he or she holds shall be recorded as "abstained".

Article 40 The list for candidates of directors shall be submitted to the general meeting for voting in the form of proposal.

Where voting for the election of directors at the general meeting, cumulative voting

(4) the process of review and discussion, summary of any speech and voting results of each proposal;

(5) shareholders' questions, opinions or suggestions and corresponding answers or explanations;

(6) the names of the lawyer, persons who count votes and the persons supervising the voting process;

(7) other contents to be included as specified in the Articles of Association.

The minutes shall be kept together with the registration record of attending shareholders, powers of attorney for proxies, valid record on internet voting and other means of voting, for a period of no less than 10 years.

Article 50 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of payment of reasonable charges.

Article 51 Where the Company repurchases ordinary shares for the purposthe reducing its registered capital and issues preference shares to unspecified targets, and where it repurchases ordinary shares from specific shareholders by using the issuance of preference shares to specific targets as a means of payment, the resolution made by the general meeting for the repurchase of ordinary shares shall be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.

The Company shall announce the resolution to repurchase ordinary shares on the day immediately following the general meetinghe shareholders at which the resolution was passed.

Article 52 A resolution of the Company's general meeting which is in violation of the laws or administrative regulations shall be null and void.

The controllinghe shareholder or actual controller of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not prejudice the legitimate rights and interests of the Company and the minority investors.

If the convening procedure or voting method of a general meeting contravenes the laws, administrative regulations or the Articles of Association, or if the contents of the resolutions

If the board of directors, shareholders, and other relevant parties have disputes regarding the legality of the convener's qualifications, convening procedures, content of proposals, or the validity of resolutions passed at the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the general meeting. The Company, its directors, and senior management shall earnestly perform their duties, promptly implement resolutions of the general meeting, and ensure the normal operation of the Company.

Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfill its obligations to disclose the information in accordance with provisions of laws, administrative regulations, of the CSRC and the stock exchanges, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfill its obligations to disclose the information accordingly.

CHAPTER 7 SUBSEQUENT EVENT AND ANNOUNCEMENT

Article 53 The secretary to the Board shall be responsible for submitting the meeting resolutions, minutes and other relevant materials (if required) to the relevant regulatory authorities in accordance with laws and regulations, and the requirements of the securities regulatory authorities of the State Council, the stock exchange where the Company's shares are listed and the Articles of Association, and for arranging the announcement to be published in the designated media. The contents of the announcement shall comply with the relevant regulatory requirements. The announcement shall include the number of shareholders and proxies present, the aggregate number of shares held by such shareholders and proxies, the percentage of such shares out of the total voting shares of the Company, the mode of voting, the voting result of each motion and the details of each resolution passed.

CHAPTER 8 SUPPLEMENTARY PROVISIONS

Article 57 The Rules are formulated by the board of directors, and shall be appended to the Articles of Association and be effective from the date of approval by the general meeting; Any amendments to the Rules shall be made through amendments proposed by the board of directors, and shall be effective after being approved by the general meeting.

Article 58 Any other matters which are not stipulated under the Rules shall be conducted in accordance to relevant laws, regulations, the listing rules of the local stock exchange where the Company's shares are listed as well as the Articles of Association.

Article 59 Unless otherwise specified, the terms used in the Rules shall have the same meanings with those in the Articles of Association.

Article 60 The Company's board of directors, as authorized by the general meeting, shall be responsible for the interpretation of the Rules.