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國電科技環保集團股份有限公司

GUODIAN TECHNOLOGY & ENVIRONMENT GROUP CORPORATION LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 01296)

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2021

NOTICE IS HEREBY GIVEN THAT the third extraordinary general meeting (the “**EGM**”) of Guodian Technology & Environment Group Corporation Limited (the “**Company**”) for the year 2021 will be held at the Conference Room, 12th Floor, Building 1, Yard 16, W. 4th Ring Middle Road, Haidian District, Beijing, the People's Republic of China (the “**PRC**”) at 10:30 a.m. on Tuesday, 28 December 2021, for the purpose of considering and, if thought fit, approving the following resolutions:

AS ORDINARY RESOLUTIONS

1. (a) The entering into of the 2021 Purchase and Sale Framework Agreement between the Company and China Energy Investment Group Co., Ltd.* (國家能源投資集團有限公司) and the transactions contemplated thereunder and the proposed annual caps, details of which are more particularly described in the circular of the Company dated 10 December 2021 be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors for and on behalf of the Company be and is hereby authorized, among other matters, to sign, execute, perfect and deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the 2021 Purchase and Sale Framework Agreement and to waive compliance from or make and agree such amendments of a non-material nature to any of the terms of the 2021 Purchase and Sale Framework Agreement he/she may in his/her discretion consider to be desirable and in the interests of the Company and all the directors' acts as aforesaid.

2. To consider and approve the appointment of Mr. Jiang Jianwu (“**Mr. Jiang**”) as a non-executive director of the Company, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the fourth session of the board of directors of the Company and, upon Mr. Jiang’s appointment as a director of the Company, to authorize the remuneration and appraisal committee of the board of directors of the Company to determine the remuneration of Mr. Jiang, and to authorize any one of the executive directors of the Company to enter into a letter of appointment with Mr. Jiang and to handle all other relevant matters on behalf of the Company.

By order of the Board of
Guodian Technology & Environment Group Corporation Limited*
Mr. CHEN Dongqing
Chairman

Beijing, PRC, 10 December 2021

* *For identification purposes only*

Notes:

1. Important

The Company will dispatch and publish a circular containing further details relating to the resolutions in due course. The form of proxy and the reply slip for the EGM will be dispatched and published by the Company on the same date as this notice of the EGM.

2. Closure of Register of Members

The register of members of the Company will be closed from Friday, 24 December 2021 to Tuesday, 28 December 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares) or the head office of the Company (for holders of domestic shares) at Building 1, Yard 16, W. 4th Ring Middle Road, Haidian District, Beijing, PRC no later than 4:30 p.m. on Thursday, 23 December 2021.

3. Eligibility for Attending the EGM

Holders of H shares and domestic shares whose names appear on the register of members of the Company on Tuesday, 28 December, 2021 are entitled to attend and vote at the EGM.

4. Proxy

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.

If the appointer is a legal person, its legal representative or any person authorized by resolutions of the board of the directors or other governing bodies may attend the EGM on behalf of the appointer.

In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited to the H share registrar of the Company (for holders of H shares), namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the head office of the Company (for holders of domestic shares) at Building 1, Yard 16, W. 4th Ring Middle Road, Haidian District, Beijing, PRC not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. If the appointer is a legal person, the proxy form must be either executed under its common seal or under the hand of its directors or attorney duly authorized.

5. Registration Procedures for Attending the EGM

The Company has the rights to request a proxy who attends the EGM on behalf of a shareholder to provide proof of identity. Shareholders who intend to attend the EGM should complete and return the reply slip by hand or by post to the H share registrar of the Company (for holders of H shares), namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the head office of the Company (for holders of domestic shares) at Building 1, Yard 16, W. 4th Ring Middle Road, Haidian District, Beijing, PRC on or before Sunday, 19 December 2021.

6. Method of Voting at the EGM

Voting at the EGM will be conducted by way of poll.

7. Miscellaneous

(i) The EGM is expected to take half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the EGM.

(ii) Contacts of the Company are as follows:

Address:	Building 1, Yard 16 W. 4th Ring Middle Road Haidian District Beijing, PRC
Contact Person (for Shareholders in the PRC):	Ms. Qin Xiangling Telephone: (8610) 5765 9867
Contact Person (for Shareholders outside the PRC):	Mr. Lee Kwok Fai Kenneth Telephone: (852) 2822 0158

As at the date of this notice, the executive directors of the Company are Mr. Chen Dongqing and Mr. Li Caiyun; the non-executive directors are Mr. Song Chang, Mr. Zhang Wenjian, Mr. Gu Yuchun and Ms. Ge Xiaojing; and the independent non-executive directors are Mr. Shen Xiaoliu, Mr. Qu Jiuhui, Mr. Xie Qiuye and Mr. Yeung Chi Tat.