



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)

FORM OF PROXY FOR THE THIRD EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2021

I/We ^(Note 1) _____ of _____

being the holder of _____ domestic shares/ _____ H shares ^(Note 2)
of Guodian Technology & Environment Group Corporation Limited* (the “Company”), hereby appoint the Chairman of meeting,
or ^(Note 3) _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the third extraordinary general meeting of the Company for the year 2021 (“EGM”) to 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 (“PRC”) at 10:30 a.m. on Tuesday, 28 December 2021, or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of EGM. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
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, and upon Mr. Jiang's appointment as a director of the Company, to authorize the remuneration, and appraisal committee of the Board 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.			

Date: _____ 2021

Signature ^(Note 5): _____

Notes:

1. Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **block letters**.
2. Please insert the number of shares registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are completed, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting of the Company is preferred, please cross out the words “the Chairman of the meeting, or” and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
4. **Important: If you wish to vote for any resolution, please tick the appropriate box marked “FOR” or insert the relevant number of shares. If you wish to vote against any resolution, please tick the appropriate box marked “AGAINST” or insert the relevant number of shares. If you wish to vote abstained a resolution, please tick the appropriate box marked “ABSTAIN” or insert the relevant number of shares.** The number of abstained votes will not be counted as the required majority in favour of any given resolution proposed while the number of abstained votes will be counted into the denominator for the purpose of percentage calculation of the voting. If you return this form of proxy without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other matter (including amendments to resolution(s)) which may properly come before the meeting.
5. This form of proxy must be signed by you, or your attorney duly authorized in writing or, in the case of a legal person, must be either affixed with the legal person’s common seal or signed by its directors or duly authorized attorney.
6. Shareholders who have the right to attend and vote at the EGM are entitled to appoint in writing one or more proxies to attend and vote at the meeting on their behalf. A proxy need not be a shareholder of the Company.
7. If more than one proxy has been appointed by any shareholder of the Company, such proxies shall not vote at the same time.
8. The EGM is expected to last for 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.
9. In the case of joint holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the EGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
10. The instrument appointing a proxy must be duly authorized in writing by the appointer or his/her attorney. If the form of proxy is signed by a person authorized by the appointer under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarised. The form of proxy and the notarised power of attorney or other authorization documents must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares), or the Company’s head office in the PRC at Building 1, Yard 16, W. 4th Ring Middle Road, Haidian District, Beijing, PRC (for holders of domestic shares), not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof.

* *For identification purposes only*