
THIS 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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in Guodian Technology & Environment Group Corporation Limited*, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)**

**(1) PROPOSED APPOINTMENT OF PRC AUDITOR FOR THE YEAR OF 2021
AND GRANT OF AUTHORITY TO THE GENERAL MANAGER OFFICE OF
THE COMPANY TO DETERMINE ITS REMUNERATION; AND
(2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM at the Conference Room, 12th Floor, Building 1, Yard 16, W. 4th Ring Middle Road, Haidian District, Beijing, the PRC at 10:00 a.m. on Friday, 21 January 2022. The notice of the EGM, the form of proxy and the reply slip for the EGM have been published on 5 January 2022.

PRECAUTIONARY MEASURES FOR THE EGM

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of surgical face mask
- (3) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

5 January 2022

* *For identification purposes only*

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DEFINITIONS

In this circular, the following terms and expressions shall have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“Company”	Guodian Technology & Environment Group Corporation Limited* (國電科技環保集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the main board of the Stock Exchange (stock code: 01296)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the proposed appointment of PRC auditor for the year of 2021 and grant of authority to the general manager office of the Company to determine its remuneration
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company with a RMB denominated par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and listed on the main board of the Stock Exchange
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as revised, supplemented or modified in other ways from time to time)
“PRC”	The People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Shareholder(s)”	the holder(s) of the H Share(s)
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

The English translation of the names in Chinese which is marked with “” in this circular is for identification purposes only.*

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chen Dongqing (*Chairman*)

Mr. Li Caiyun

Non-executive Directors:

Mr. Song Chang

Mr. Jiang Jianwu

Mr. Zhang Wenjian

Mr. Gu Yuchun

Ms. Ge Xiaojing

Legal Address:

Suite 1101, 11/F, Building 1

Yard 16, W. 4th Ring Middle Road

Haidian District, Beijing

the PRC

Principal Office in the PRC:

Building 1

Yard 16, W. 4th Ring Middle Road

Haidian District, Beijing

the PRC

Independent Non-executive Directors:

Mr. Shen Xiaoliu

Mr. Qu Jiuhui

Mr. Xie Qiuye

Mr. Yeung Chi Tat

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF PRC AUDITOR FOR THE YEAR OF 2021
AND GRANT OF AUTHORITY TO THE GENERAL MANAGER OFFICE OF
THE COMPANY TO DETERMINE ITS REMUNERATION; AND
(2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 4 January 2022 in relation to the proposed change of PRC auditor.

The purpose of this circular is to provide you with further information on the proposed appointment of PRC auditor for the year of 2021 and grant of authority to the general manager office of the Company to determine its remuneration.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF PRC AUDITOR FOR THE YEAR OF 2021 AND GRANT OF AUTHORITY TO THE GENERAL MANAGER OFFICE OF THE COMPANY TO DETERMINE ITS REMUNERATION

Reference is made to the announcement of the Company dated 4 January 2022 in relation to an ordinary resolution to be proposed at the EGM to approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP (“**BDO**”) as the PRC auditor of the Company for the year of 2021 and grant of authority to the general manager office of the Company to determine its remuneration.

According to the tender results with respect to the engagement of the 2021 PRC auditor of the Company, the Board has resolved to appoint BDO as the Company’s PRC auditor for the year of 2021. The term of appointment shall commence from the date of approval of the Shareholders at the EGM until the conclusion of the 2021 annual general meeting of the Company.

The term of service for ShineWing Certified Public Accountants (Special General Partnership) (“**ShineWing**”) has expired at the conclusion of the 2020 annual general meeting of the Company. ShineWing has confirmed that there were no matters regarding the proposed change of auditor of the Company that need to be brought to the attention of the Shareholders. The Board was not aware of any matter regarding the proposed change of auditor that should be brought to the attention of the Shareholders. The Board confirmed that there were no disagreements or unresolved matters between the Company and ShineWing regarding the proposed change of auditor.

EGM

The EGM will be convened by the Company at the Conference Room, 12th Floor, Building 1, Yard 16, W. 4th Ring Middle Road, Haidian District, Beijing, the PRC at 10:00 a.m. on Friday, 21 January 2022, at which resolutions will be proposed to consider and, if thought fit, approve the proposed appointment of PRC auditor for the year of 2021 and grant of authority to the general manager office of the Company to determine its remuneration.

Notice convening the EGM has been despatched to the Shareholders on the date of this circular, a copy of which is set out on pages EGM-1 to EGM-3 of this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 20 January 2022 to Friday, 21 January 2022, 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, the PRC no later than 4:30 p.m. on Wednesday, 19 January 2022.

REPLY SLIP AND PROXY FORM

If you are eligible and intend to attend the EGM, please complete and return the reply slip dated 5 January 2022 in accordance with the instructions printed thereon as soon as possible and in any event not later than 7 days before the date appointed for holding such meeting or any adjournment thereof. Shareholders who intend to appoint a proxy to attend the EGM is required to complete and return the proxy form, in accordance with the instructions printed thereon as soon as possible and in any event no later than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you wish.

VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes for the resolution to be proposed at the general meetings must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will therefore demand a poll for every such resolution put to the vote at the EGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share of the Company registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the resolution set out in the notice of the EGM for the Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolution set out in the notice of the EGM.

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

5 January 2022

NOTICE OF EGM



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 FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2022

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting (the “EGM”) of Guodian Technology & Environment Group Corporation Limited* (the “Company”) for the year 2022 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 10:00 a.m. on Friday, 21 January 2022, for the purpose of considering and, if thought fit, approving the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the Company's PRC auditor for the year of 2021 and the grant of authority to the general manager office of the Company to determine its remuneration.

By Order of the Board

Guodian Technology & Environment Group Corporation Limited*

Mr. CHEN Dongqing

Chairman

Beijing, PRC, 5 January 2022

* For identification purposes only

NOTICE OF EGM

Notes:

1. Important

The Company will dispatch and publish a circular containing further details relating to the resolution 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 Thursday, 20 January 2022 to Friday, 21 January 2022, 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, the PRC no later than 4:30 p.m. on Wednesday, 19 January 2022.

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 21 January 2022 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 Friday, 14 January 2022.

6. Method of Voting at the EGM

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

NOTICE OF EGM

7. Miscellaneous

- (i) The EGM is expected to last for less than 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):	Ms. Ng Sau Mei Telephone: (852) 2822 0158

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