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**Beijing Chunhui Qingyun Technological and
Environmental Corporation Limited***

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



國電科技環保集團股份有限公司
GUODIAN TECHNOLOGY & ENVIRONMENT GROUP CORPORATION LIMITED*
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 01296)

JOINT ANNOUNCEMENT

PROGRESS UPDATE ON THE PROPOSED PRE-CONDITIONAL PRIVATISATION OF GUODIAN TECHNOLOGY BY CHUNHUI ENVIRONMENTAL BY WAY OF MERGER BY ABSORPTION OF GUODIAN TECHNOLOGY

Financial adviser to the Offeror



INTRODUCTION

Reference is made to (i) the announcement jointly published by Guodian Technology & Environment Group Corporation Limited* (國電科技環保集團股份有限公司) (the “**Company**”) and Beijing Chunhui Qingyun Technological and Environmental Corporation Limited* (北京春暉青雲科技環保有限公司) (the “**Offeror**”) dated 24 January 2022 in relation to the Merger (the “**Joint Announcement**”); (ii) the announcement jointly published by the Company and the Offeror dated 11 February 2022 in relation to the fulfilment of a pre-condition on the approval and execution by the directors of Guodian Power of the Operating Agreement as a connected transaction under PRC requirements (the “**Fulfilment of a Pre-Condition Announcement**”); and (iii) the announcement jointly published by the Company and the Offeror dated 14 February 2022 in relation to the extension of time for despatch of the Composite Document (the “**Extension Announcement**”). Unless the context requires otherwise,

capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement, the Fulfilment of a Pre-Condition Announcement and the Extension Announcement.

PROGRESS UPDATE ON THE MERGER

As stated in the Joint Announcement, the Merger Agreement is subject to the fulfilment of the Pre-Conditions. Pre-Condition (ii) involves the approvals of the Merger by the competent PRC authorities. The Offeror has been working towards obtaining such approvals. As at the date of this joint announcement, Pre-Condition (ii) is yet to be fulfilled.

As stated in the Extension Announcement, an application was made to the Executive pursuant to Note 2 to Rule 8.2 of the Takeovers Code, and the Executive had granted its consent on 18 February 2022 to extend the latest time for the despatch of the Composite Document to within 7 days of fulfilment of the Pre-Conditions or 7 January 2023 (being the date which is 7 days following the Long-stop Date), whichever is the earlier.

Further announcement(s) will be made by the Offeror and the Company upon the fulfilment of the Pre-Conditions as and when appropriate.

WARNINGS:

The Pre-Conditions and the Conditions to effectiveness must be satisfied before the Merger Agreement becoming effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions to implementation set out in the Joint Announcement being satisfied or waived, as applicable. Neither the Offeror nor the Company provides any assurance that any or all Conditions or Pre-Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company.

By order of the sole director of
**Beijing Chunhui Qingyun Technological and
Environmental Corporation Limited***
Mr. TANG Chaoxiong
Sole Director

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

Beijing, PRC, 19 April 2022

As at the date of this joint announcement, the sole director of the Offeror is Mr. TANG Chaoxiong.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of China Energy comprises Mr. WANG Xiangxi, Mr. LIU Guoyue, Mr. WANG Min, Mr. WANG Shoujun, Mr. ZHAO Jibin, Mr. YANG Ya, Mr. LI Yanjiang, Mr. YANG Aimin and Mr. WU Guoping.

The directors of China Energy jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Mr. CHEN Dongqing and Mr. LI Caiyun as executive Directors, Mr. SONG Chang, Mr. JIANG Jianwu, Mr. ZHANG Wenjian, Mr. GU Yuchun and Ms. GE Xiaojing as non-executive Directors, and Mr. SHEN Xiaoliu, Mr. QU Jiuhui, Mr. XIE Qiuye and Mr. YEUNG Chi Tat as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror and China Energy) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror and China Energy) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.

** For identification purposes only*