

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company, nor is it any solicitation of any vote or approval in any jurisdiction.

This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

**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

PROPOSED PRIVATISATION OF GUODIAN TECHNOLOGY BY CHUNHUI ENVIRONMENTAL BY WAY OF MERGER BY ABSORPTION OF GUODIAN TECHNOLOGY

FULFILMENT OF ALL PRE-CONDITIONS

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; (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**”); and (iv) the announcement issued by the Company dated 21 February 2022 in relation to the appointment of the Independent Financial Adviser. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

FULFILMENT OF ALL PRE-CONDITIONS

As stated in the Joint Announcement, the Merger Agreement is subject to the fulfilment of the Pre-Conditions, with Pre-Condition (ii) being the filing, registration or approval, as applicable, with or by (a) the National Development and Reform Commission of the PRC, (b) Ministry of Commerce of the PRC, (c) the China Securities Regulatory Commission (if applicable) and (d) the State Administration of Foreign Exchange of the PRC, or their respective local authorities, and such other applicable governmental approvals in respect of the Merger having been obtained or completed. Pre-Condition (ii) has been fulfilled on 22 April 2022, as the approval from the Ministry of Commerce of the PRC is no longer required and therefore inapplicable, and the remaining filings, registrations or approvals have been completed or obtained. Accordingly, all the Pre-Conditions have been fulfilled.

DESPATCH OF THE COMPOSITE DOCUMENT

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. Accordingly, the Composite Document should be despatched to the Shareholders on or before 29 April 2022. A further announcement will be made by the Offeror and the Company on the date of despatch of the Composite Document.

WARNINGS: 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 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, 22 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*