



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)

Number of H Shares related to this form of proxy ¹	
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**FORM OF PROXY FOR THE H SHAREHOLDERS' CLASS MEETING
TO BE HELD ON FRIDAY, 20 MAY 2022**

I/We² _____
of _____
being the holder(s) of the H Share(s) of RMB1.00 each of Guodian Technology & Environment Group Corporation Limited* (the "Company") hereby appoint³ _____
of _____
or **THE CHAIRMAN OF THE H SHAREHOLDERS' CLASS MEETING**⁴ as my/our proxy to attend and vote for me/us on the following resolution in accordance with the instruction(s) below and on my/our behalf at the H shareholders' class of the Company to be held at Suite 1212, Building 1, Yard 16, W. 4th Ring Middle Road, Haidian District, Beijing, the People's Republic of China at 10:00 a.m. on Friday, 20 May 2022 (the "**H Shareholders' Class Meeting**") and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the H Shareholders' Class Meeting, and voting on behalf of me/us under my/our name(s) as indicated below⁴ or, if no such indication is given, as my/our proxy thinks fit.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the composite document of the Company dated 29 April 2022.

Special Resolution				
Number	Proposed resolution	For ⁵	Against ⁵	Abstain ⁵
1	(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 24 January 2022 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement. (b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.			

Signature(s): _____

Date: _____

Notes:

1. Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the Shares in the capital of the Company registered in your name(s).
2. Please insert the full name(s) and address(es) in **BLOCK LETTERS**.
3. Please insert the name and address of your proxy in **BLOCK LETTERS**. If this is left blank, the chairman of the H Shareholders' Class Meeting will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote at the H Shareholders' Class Meeting provided that such proxies must attend the H Shareholders' Class Meeting in person on your behalf. Any alteration made to this form of proxy must be signed by the signatory.
4. If any proxy other than the chairman of the H Shareholders' Class Meeting is preferred, strike out "**THE CHAIRMAN OF THE H SHAREHOLDERS' CLASS MEETING**" here and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. You may appoint one or more proxies to attend the meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST". If you wish to abstain from voting 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 no direction is given, the proxy is entitled to vote for or against the resolutions at his/her own discretion.
6. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.

This form of proxy and, if it is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in person or by post not less than 24 hours prior to the holding of the H Shareholders' Class Meeting.

* *For identification purposes only*