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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

DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO THE PROPOSED 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**”); (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**”); (iv) the announcement issued by the Company dated 21 February 2022 in relation to the appointment of the Independent Financial Adviser (the “**Appointment of Independent Financial Adviser Announcement**”); (v) the announcement jointly published by the Company and the Offeror dated 19 April 2022 in relation to the progress update on the Merger (the “**Monthly Update Announcement**”); and (vi) the announcement jointly published by the Company and the Offeror dated 22 April 2022 in relation to the fulfilment of all Pre-Conditions (the “**Fulfilment of All Pre-Conditions 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, the Extension Announcement, the Appointment of Independent Financial Adviser Announcement, the Monthly Update Announcement and the Fulfilment of All Pre-Conditions Announcement.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, amongst others, (i) further details of the Merger and the Merger Agreement and other matters in relation to the Merger; (ii) a letter from the Board; (iii) recommendations and advice from the Independent Board Committee; and (iv) a letter of advice issued by the Independent Financial Adviser to the Independent Board Committee, together with a notice of the EGM, a notice of the H Shareholders’ Class Meeting, proxy forms and reply slips in respect of the EGM and the H Shareholders’ Class Meeting will be despatched by the Offeror and the Company jointly to the Shareholders on 29 April 2022.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company by way of announcement(s) as soon as possible. Unless otherwise expressly stated, all references to dates and times contained in this expected timetable refer to Hong Kong dates and times.

Latest date for receiving reply slips for the EGM and the H Shareholders’ Class Meeting	Thursday, 12 May 2022
Latest time for lodging transfers of H Shares in order to be entitled to attend and vote at the EGM and the H Shareholders’ Class Meeting	4:30 p.m. on Tuesday, 17 May 2022
Closure of registers for transfers of Shares for determination of the Shareholders entitled to attend and vote at the EGM and the H Shareholders’ Class Meeting	Wednesday, 18 May 2022 to Friday, 20 May 2022 (both dates inclusive)

Latest time for lodging proxy forms in respect of the EGM	9:30 a.m. on Thursday, 19 May 2022
Latest time for lodging proxy forms in respect of the H Shareholders' Class Meeting	10:00 a.m. on Thursday, 19 May 2022
Record date for Shareholders for the EGM and the H Shareholders for the H Shareholders' Class Meeting	Friday, 20 May 2022
EGM	9:30 a.m. on Friday, 20 May 2022
H Shareholders' Class Meeting	10:00 a.m. on Friday, 20 May 2022, or immediately following the conclusion of the EGM or any adjournment thereof on Friday, 20 May 2022
Announcement of the results of the EGM and the H Shareholders' Class Meeting	by 7:00 p.m. on Friday, 20 May 2022
Expected date for all Conditions to effectiveness to be satisfied	Friday, 20 May 2022
Announcement of the satisfaction of all Conditions to effectiveness, last day for dealings in H Shares and expected date of withdrawal of listing of H Shares	Friday, 20 May 2022
Resumption of registers for transfer of Shares	Monday, 23 May 2022
Each of the Offeror and the Company notifies its creditors and makes a public announcement of the Merger pursuant to the PRC Company Law	Within 10 days (for the notice to creditors) i.e. by 29 May 2022 and 30 days (for the announcement) i.e. by 18 June 2022 following the EGM and the H Shareholders' Class Meeting
Last day for dealings in H Shares	Monday, 23 May 2022
Latest time for lodging transfers of H Shares in order to be entitled to receive the Cancellation Price	4:30 p.m. on Thursday, 26 May 2022

Closure of registers of members of the Company (until the Company's deregistration occurs)	From Friday, 27 May 2022 onwards
Announcement that all the Conditions to implementation are satisfied (or waived, as applicable)	Before 8:30 a.m. on Monday, 30 May 2022
Expected date and time of withdrawal of listing of H Shares	9:00 a.m. on Monday, 30 May 2022
Latest date for payment of the Cancellation Price ⁽¹⁾	Thursday, 9 June 2022
End of the period during which creditors may request the Offeror and the Company to pay off their respective indebtedness or provide guarantees	Within 30 days after the receipt of notice by creditors or 45 days after the issue of announcement to creditors (whichever is the latest)

Note:

- (1) Payment of Cancellation Price will be made by way of cheques, which will be sent by ordinary post at the risk of the persons entitled thereto.

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 Composite Document 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, 29 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*