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## DEFINITIONS

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***In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in the section entitled “Glossary of Technical Terms”.***

“12 <sup>th</sup> Five-Year Plan”	The Outline of 12 <sup>th</sup> Five-Year Plan for the National Economic & Social Development of the PRC
“863 Programs”	The State High-Technology Development Plan in the PRC, which is intended to stimulate the development of advanced technologies in a wide range of fields
“Accountants’ Report”	The report by KPMG, certified public accountants, our reporting accountants, in the form set out in Appendix I to this prospectus
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association”	The articles of association, adopted by our Company on May 16, 2011, which shall become effective on the Listing Date and as amended from time to time, a summary of which is set forth in Appendix VIII to this prospectus
“ASP”	Average selling price(s)
“associates”	Has the meaning ascribed thereto under the Listing Rules
“BJLW”	Beijing Long Wei Power Generation Technology Co., Ltd. (北京龍威發電技術有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the United Power
“Business Day”	A day (other than a Saturday or a Sunday or a public holiday) on which banks in Hong Kong are open for banking business to the public
“CAGR”	Compound annual growth rate
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	A person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	A person admitted to participate in CCASS as a custodian participant

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“CCASS Investor Participant”	A person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	A CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CDM”	The Clean Development Mechanism, an arrangement under the Kyoto Protocol allowing industrialized countries to invest in projects that reduce greenhouse gas emissions in developing countries in order to earn emission credits
“China” or “PRC”	The People’s Republic of China, excluding, only for purposes of this prospectus, Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong
“Company”	Guodian Technology & Environment Group Corporation Limited (國電科技環保集團股份有限公司), a joint stock limited liability company incorporated in the PRC pursuant to the PRC Company Law on May 16, 2011, and including its subsidiaries as the context requires
“Companies Ordinance”	The Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented or otherwise modified from time to time
“Connected Person(s)”	Has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	Has the meaning ascribed thereto under the Listing Rules, which as at the date of this prospectus are Guodian Group and GD Power
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC securities markets
“Deed of Indemnity”	a deed of indemnity dated December 8, 2011 entered into between the Guodian Group, GD Power as indemnifiers in favor of the Company (for itself and as agent for its subsidiaries) in respect of, among other things, certain indemnities regarding taxation and employee benefit claims (as referred to therein)

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“Director(s)” or “Board of Directors”	Director(s) of our Company and including the independent non-executive directors of our Company named in this prospectus as the context requires or the board of directors of our Company, respectively
“Domestic Shares”	Ordinary shares of our capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EIA”	The Energy Information Administration under the Department of Energy of the United States
“EUR” or “euro”	The lawful currency of the member states of the European Union that have adopted the single currency in accordance with the treaty establishing the European Community, as amended
“GDKH”	Predecessor of our Company, namely Guodian Technology & Environment Group Limited Liability Company (國電科技環保集團有限公司), a limited liability company incorporated in the PRC on April 6, 2001, and including its subsidiaries as the context requires
“GDP”	Gross domestic product (all references to GDP growth rates are real as opposed to nominal rates of GDP growth)
“GD Power”	GD Power Development Co., Ltd. (國電電力發展股份有限公司), a joint stock limited company incorporated in the PRC and the Controlling Shareholder of the Company and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600795)
“GD Solar”	GD Solar (Jiangsu) Co., Ltd. (國電光伏(江蘇)有限公司), a wholly-owned subsidiary of the Company
“Global Offering”	The Hong Kong Public Offering and the International Offering
“Green Application Form(s)”	The Application Form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “us” or “we”	Our Company and our subsidiaries
“Guodian Group”	China Guodian Corporation (中國國電集團公司), a state-owned enterprise established in the PRC and the Controlling Shareholder of the Company

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“GUPBT”	Guodian United Power Technology (Baotou) Co., Ltd. (國電聯合動力技術(包頭)有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the United Power
“HK\$” or “HK dollars” or “Hong Kong dollars” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	The offering by the Company for subscription of the Hong Kong Public Offer Shares to the public in Hong Kong for cash at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005%), subject to and in accordance with the terms and conditions set out in this prospectus and the Application Forms
“Hong Kong Public Offer Shares”	The 207,858,000 H Shares being offered for subscription pursuant to the Hong Kong Public Offering (subject to adjustment as described in the section entitled “Structure of the Global Offering” in this prospectus)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	The underwriters of the Hong Kong Public Offering whose names are set out in the section entitled “Underwriting—Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	The underwriting agreement dated December 8, 2011 entered into by, among others, our Company and the Hong Kong Underwriters relating to the Hong Kong Public Offering, the details of which are set out in the section entitled “Underwriting—Hong Kong Underwriters” in this prospectus
“H Shares”	Overseas-listed foreign shares in the ordinary share capital of our Company, with a Renminbi denominated par value of RMB1.00 each, which are to be subscribed for and traded in HK dollars and for which an application has been made for listing and

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	permission to trade on the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Huadian Tianren”	Beijing Huadian Tianren Power Controlling Technology Co., Ltd. (北京華電天仁電力控制技術有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company
“IEA”	The International Energy Agency, an intergovernmental organization which acts as energy policy advisor to 28 countries, including the United States, Japan and member states of the European Union
“IEC”	International Electrotechnical Commission, the organization that prepares and publishes international standards for electrical, electronic and related technologies
“IFRS”	International Financial Reporting Standards, which include standards, amendments and interpretations issued by the International Accounting Standards Board (“IASB”)
“Independent Third Party(ies)”	Person(s) who is/are not Connected Person(s) of our Company within the meaning of the Listing Rules
“International Offering”	The offer for sale of the International Offer Shares by the International Underwriters to professional and institutional investors for cash at the Offer Price, the details of which are set out in the section entitled “Structure of the Global Offering” in this prospectus
“International Offer Shares”	The 1,870,713,000 H Shares being offered for subscription pursuant to the International Offering together, where relevant, with any additional H Shares to be issued pursuant to the exercise of the Over-allotment Option, the number of which is further subject to adjustment as described in the section entitled “Structure of the Global Offering” in this prospectus
“International Purchase Agreement”	The underwriting agreement relating to the International Offering which is expected to be entered into by, among others, our Company, the Joint Bookrunners and the International Underwriters on or

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	before the Price Determination Date, as further described in the section headed “Structure of the Global Offering”
“International Underwriters”	The underwriters of the International Offering, who are expected to enter into the International Purchase Agreement
“ISO”	International Organization for Standardization
“Jiangsu Longyuan”	Jiangsu Longyuan Catalyst Co. Ltd. (江蘇龍源催化劑有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company
“Joint Bookrunners”	China International Capital Corporation Hong Kong Securities Limited, UBS AG, Hong Kong Branch and The Royal Bank of Scotland N.V., Hong Kong Branch
“Joint Global Coordinators”	China International Capital Corporation Hong Kong Securities Limited and UBS AG, Hong Kong Branch
“Joint Lead Managers”	China International Capital Corporation Hong Kong Securities Limited and UBS AG, Hong Kong Branch
“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited and UBS AG, Hong Kong Branch
“Kyoto Protocol”	The Kyoto Protocol to the “United Nations Framework Convention on Climate Change” passed in 1997
“Latest Practicable Date”	December 2, 2011, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“Listing”	Listing of the H Shares on the Main Board
“Listing Date”	The date on which dealings in the H Shares commence on the Hong Kong Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Longyuan Cooling”	Beijing Longyuan Cooling Technology Ltd. (北京龍源冷卻技術有限公司), a Sino-foreign equity joint venture incorporated in the PRC and set up by the Company, Beijing Jiaming Environmental Protection Engineering Ltd. (北京嘉銘環保工程有限公司) and China

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	Power International New Energy Holding Ltd. (中電國際新能源控股有限公司), and an associate of the Company
“Longyuan Electrical”	Guodian Longyuan Electrical Co., Ltd. (國電龍源電氣有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company
“Longyuan Engineering”	Guodian Longyuan Power Technology and Engineering Co., Ltd. (國電龍源電力技術工程有限責任公司), a wholly-owned subsidiary of the Company
“Longyuan Environmental”	Beijing Guodian Longyuan Environmental Engineering Co., Ltd. (北京國電龍源環保工程有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company
“Longyuan Nanjing Membrane”	Guodian Longyuan Nanjing Membrane Technology Co., Ltd. (國電龍源南京膜技術有限公司), a limited liability company incorporated in the PRC and a non wholly owned subsidiary of the Company
“Longyuan Power”	China Longyuan Power Group Corporation Limited (龍源電力集團股份有限公司), a joint stock limited liability company incorporated in the PRC (whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 916)), an associate of the Guodian Group, and therefore a Connected Person of the Group
“Longyuan Technology”	Yantai Longyuan Power Technology Co., Ltd. (煙臺龍源電力技術股份有限公司), a limited liability company incorporated in the PRC and a 23.25% owned subsidiary of the Company
“Lucency”	Beijing Lucency Environment and Technology Co., Ltd. (北京朗新明環保科技有限公司), a wholly-owned subsidiary of the Company
“Main Board”	The stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Mandatory Provisions”	The Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) promulgated on August 27,

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	1994 by the Securities Commission and the State Economic Restructuring Commission (國家經濟體制改革委員會), as amended, supplemented or otherwise modified from time to time
“Ministry of Commerce” or “MOFCOM”	The Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOST”	The Ministry of Science and Technology of the PRC (中華人民共和國科學技術部)
“Nanjing Longyuan”	Nanjing Longyuan Environmental Co., Ltd. (南京龍源環保有限公司) a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Ningxia Solar”	Guodian Ningxia Solar Co., Ltd. (國電寧夏太陽能有限公司), a wholly-owned subsidiary of the Company
“NPC”	The National People’s Congress of the PRC (中華人民共和國全國人民代表大會), the national legislative body of the PRC
“NSSF”	The National Social Security Fund Council of the PRC (中華人民共和國全國社會保障基金理事會), an organization authorized by the State Council which is responsible for the administration of the State’s national social security funds
“Offer Price”	The final offer price per Offer Share (exclusive of a brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for and issued, to be determined in the manner described in the section entitled “Structure of the Global Offering—Pricing and Allocation” in this prospectus
“Offer Shares”	The Hong Kong Public Offer Shares and the International Offer Shares together, where relevant, with any additional H Shares to be issued and sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	The option to be granted by our Company to the International Underwriters pursuant to the International Purchase Agreement, exercisable by the Joint Global Coordinators on behalf of the



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	<p>International Underwriters, to require our Company to allot and issue up to an aggregate of 311,785,000 additional new H Shares at the Offer Price (representing approximately 15% of the H Shares initially being offered under the Global Offering), details of which are described in the section entitled “Underwriting” in this prospectus</p>
“PBOC”	<p>People’s Bank of China (中國人民銀行), the central bank of the PRC</p>
“PBOC Rate”	<p>The exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s interbank foreign exchange rate in China and with reference to prevailing exchange rates on the world financial markets</p>
“PRC Company Law”	<p>The Company Law of the PRC (中華人民共和國公司法), as adopted at the Fifth Session of the Standing Committee of the Eighth NPC on December 29, 1993, which became effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time. The latest revision was approved on October 27, 2005 and came into effect on January 1, 2006</p>
“PRC GAAP”	<p>Accounting Standards for Business Enterprises and its interpretations issued by the Ministry of Finance of the PRC in 2006</p>
“PRC Government” or “Chinese Government”	<p>The central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organizations of such government or, as the context requires, all of them</p>
“Price Determination Agreement”	<p>The agreement to be entered into among our Company and the Joint Bookrunners (on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price</p>
“Price Determination Date”	<p>The date on which the Offer Price will be determined for the purposes of the Global Offering, expected to be on or around December 15, 2011 (Hong Kong time), or such later time as the Joint Bookrunners (on behalf of the Underwriters) and us may agree, but in any event no later than December 19, 2011</p>
“prospectus”	<p>This prospectus being issued in connection with the Hong Kong Public Offering</p>

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“province” or “provinces”	The provinces, autonomous regions and municipalities of the PRC
“QIBs”	Qualified institutional buyers as defined in Rule 144A
“R&D”	Research and development
“Regulation S”	Regulation S under the Securities Act
“RMB” and “Renminbi”	The lawful currency of the PRC
“Rule 144A”	Rule 144A under the Securities Act
“SAFE”	The State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration
“SAIC” or “State Administration for Industry and Commerce”	The State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council, responsible for the administration of state-owned assets (國務院國有資產監督管理委員會)
“Securities Act”	The U.S. Securities Act of 1933, as amended from time to time
“Securities Law”	The Securities Law of the PRC (中華人民共和國證券法), enacted by the Standing Committee of the NPC on December 29, 1998 and which became effective on July 1, 1999, as amended and supplemented or otherwise modified from time to time. The latest revision was approved on October 27, 2005 and came into effect on January 1, 2006
“SERC”	The State Electricity Regulatory Commission of the PRC (中華人民共和國電力監管委員會)
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	The Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended and, supplemented or otherwise modified from time to time
“Share(s)”	Shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising our Domestic Shares and our H Shares

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“Shareholders”	Holder(s) of the Shares
“Special Regulations”	The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份公司境外募集股份及上市的特別規定) promulgated by the Securities Commission and the State Council on August 4, 1994, as amended and supplemented or otherwise modified from time to time
“State Council”	The State Council of the PRC (中華人民共和國國務院)
“subsidiaries”	Has the meaning ascribed thereto under section 2 of the Companies Ordinance
“Substantial Shareholder(s)”	Has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)” or “Board of Supervisors”	Supervisor(s) or the Board of Supervisors of our Company
“Track Record Period”	The years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011
“Underwriters”	The Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	The Hong Kong Underwriting Agreement and the International Purchase Agreement
“United Power”	Guodian United Power Technology Co., Ltd. (國電聯合動力技術有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company
“United Power (Baoding)”	Guodian United Power Technology (Baoding) Co. Ltd. (國電聯合動力技術(保定)有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company
“United Power (Chifeng)”	Guodian United Power Technology (Chifeng) Co. Ltd. (國電聯合動力技術(赤峰)有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company
“United Power (Lianyungang)”	Guodian United Power Technology (Lianyungang) Co. Ltd. (國電聯合動力技術(連雲港)有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company

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“U.S.” or “United States”	The United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“White Form eIPO”	The application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO Service Provider, <b><u><a href="http://www.eipo.com.hk">www.eipo.com.hk</a></u></b>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

*Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*In this prospectus, if there is any inconsistency between the Chinese names of the entities, authorities, organizations, institutions or enterprises established in China or the awards, certificates given in China and their English translations, the Chinese language version shall prevail.*