

For illustrative purpose only, the unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules is set forth below to provide the prospective investors with further information on (i) how the proposed listing might have affected the financial position of the Group after the completion of the Global Offering; and (ii) how the proposed listing might have affected the unaudited pro forma forecasted earnings per share for the year ending December 31, 2011.

The unaudited pro forma financial information is derived according to a number of adjustments. Although reasonable care has been exercised in preparing such information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the actual financial performance and condition of the Group during the Track Record Period or any future date or period.

The information set forth in this Appendix does not form part of the Accountants' Report received from KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to this prospectus, and is included herein for illustrative purposes only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report set forth in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following is an illustrative statement of unaudited pro forma adjusted consolidated net tangible assets of the Group which has been prepared in accordance with Rule 4.29 of the Listing Rules for the purpose of illustrating the effect of the Global Offering as if it had been taken place on June 30, 2011 and based on the audited consolidated net assets attributable to equity shareholders of the Company as of June 30, 2011 as shown in the Accountants' Report, the text of which is set out in Appendix I to this prospectus, and adjusted as described below.

The unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Global Offering been completed as at June 30, 2011 or at any future dates.

	Adjusted consolidated net tangible assets attributable to equity shareholders of the Company as at June 30, 2011 ⁽¹⁾⁽⁴⁾	Estimated net proceeds from the Global Offering ⁽²⁾⁽⁵⁾	Estimated distribution of Special Dividend ⁽⁶⁾	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share ⁽³⁾	
					(RMB millions)	(RMB millions)
Based on Offer Price of HK\$2.16 per Offer Share	5,844.0	3,463.3	300.0	9,007.3	1.30	1.60
Based on Offer Price of HK\$2.42 per Offer Share	5,844.0	3,889.3	300.0	9,433.3	1.36	1.67

Notes:

(1) The adjusted consolidated net tangible assets attributable to equity shareholders of the Company as at June 30, 2011 have been calculated as follows:

	RMB millions
Consolidated equity attributable to equity shareholders of the Company as set out in Appendix I	6,342.7
Less: Goodwill as set out in Appendix I	(7.1)
Less: Intangible assets as set out in Appendix I	(658.6)
Add: Intangible assets and goodwill attributable to non-controlling interests	167.0
Adjusted consolidated net tangible assets attributable to equity shareholders of the Company	5,844.0

(2) The estimated net proceeds from the Global Offering are based on the indicative offer price of HK\$2.16 and HK\$2.42 per Share, respectively, after deduction of the underwriting fees and other related expenses payable by the Company. No account has been taken of any Shares which may be issued pursuant to any exercise of the Over-allotment Option.

(3) The unaudited pro forma adjusted consolidated net tangible assets per Share is arrived at after the adjustments referred to in the prevailing paragraphs and on the basis that 6,928,571,000 shares are in issue assuming that the Global Offering has been completed on June 30, 2011 but takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option.

(4) The Group's property interests as at September 30, 2011 have been valued by Jones Lang LaSalle Sallmanns Limited, an independent property valuer. The relevant property valuation report is set out in Appendix IV to this prospectus. The revaluation surplus or deficit of these properties was not incorporated in the Group's consolidated financial information for six months ended June 30, 2011 and will not be included in the Group's financial statements for the year ending December 31, 2011. The above adjustments do not take into account the revaluation surplus attributable to the Group arising from the revaluation of the Group's property interests amounting to approximately RMB524.1 million. If the revaluation surplus was recorded in the Group's financial statements, additional depreciation and amortization of approximately RMB6.1 million would be charged against the results for the year ending December 31, 2011.

(5) The estimated net proceeds from the Global Offering and the unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share are converted from or into Hong Kong dollars at an exchange rate of HK\$1.00 = RMB0.8148, the PBOC Rate prevailing on December 2, 2011. No representation is made that the HK\$ amounts have been, could have been or may be converted into RMB, or vice versa, at that rate.

(6) We currently estimate that the Special Dividend will not exceed RMB300.0 million. See "Special Dividend" section in this prospectus. The actual amount of the Special Dividend will be determined after a special audit by an independent accounting firm in PRC to be conducted after the Global Offering. We expect that the special audit will be completed after the completion of the Global Offering, and expect to pay the Special Dividend shortly after the approval thereof at the annual general meeting of our shareholders, which is expected to be held in April 2012.

B. UNAUDITED PRO FORMA FORECASTED EARNINGS PER SHARE

The following unaudited pro forma forecasted earnings per Share for the year ending December 31, 2011 have been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering as if it had taken place on June 30, 2011. This unaudited pro forma forecasted earnings per Share has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial results of the Group for the year ending December 31, 2011 or for any future periods following the completion of the Global Offering.

Unaudited forecasted consolidated profit attributable to equity shareholders of the Company for the year ending December 31, 2011 ⁽¹⁾⁽²⁾⁽⁴⁾	not less than RMB840.6 million (equivalent to approximately HK\$1,031.7 million)
Unaudited pro forma forecasted earnings per Share ⁽³⁾⁽⁴⁾	not less than RMB0.12 (equivalent to approximately HK\$0.15)

Notes:

- (1) The bases and assumptions on which the above profit forecast has been prepared are summarized in Appendix II to this prospectus.
- (2) The unaudited forecasted consolidated profit attributable to equity shareholders of the Company for the year ending December 31, 2011 has been prepared by the Directors on a basis consistent in all material respects with the accounting policies presently adopted by the Group as set out in Note 1 of Section B of the Accountants' Report, the text of which is set out in Appendix I to this prospectus.
- (3) The calculation of the unaudited pro forma forecasted earnings per Share for the year ending December 31, 2011 is based on the above unaudited forecasted consolidated profit attributable to equity shareholders of the Company for the year ending December 31, 2011 assuming that a total of 6,928,571,000 Shares were in issue during the entire year, without taking into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option.
- (4) For the purpose of this unaudited pro forma forecasted earnings per Share, the translation of RMB into HK\$ was made at an exchange rate of HK\$1.00 = RMB0.8148, the PBOC Rate prevailing on December 2, 2011. No representation is made that the RMB amounts have been, could have been or may be converted into HK\$, or vice versa, at that rate.

C. REPORT FROM THE REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the purpose of incorporation in this prospectus, received from the Company's reporting accountants, KPMG, Certified Public Accountants, Hong Kong, in connection with the unaudited pro forma financial information of the Group.



8th Floor
Prince's Building
10 Chater Road
Central
Hong Kong

December 9, 2011

The Directors
Guodian Technology & Environment Group Corporation Limited

Dear Sirs,

We report on the unaudited pro forma financial information (the "Pro Forma Financial Information") of the Company and its subsidiaries (the "Group") set out on pages IIIA-1 to IIIA-3 in Appendix IIIA of the prospectus dated December 9, 2011 (the "Prospectus"), which has been prepared by the directors of the Company solely for illustrative purposes to provide information about how the global offering of the Company's shares might have affected the financial information presented. The basis of preparation of the unaudited Pro Forma Financial Information is set out on pages IIIA-1 to IIIA-3 in Appendix IIIA to the Prospectus.

Responsibilities

It is the responsibility solely of the directors of the Company to prepare the unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements (“HKSIR”) 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the unaudited Pro Forma Financial Information with the directors of the Company. The engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or review performed in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the unaudited Pro Forma Financial Information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Our procedures on the unaudited Pro Forma Financial Information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

The unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, it does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the financial position of the Group as at June 30, 2011 or any future date; or
- the earnings per share of the Group for year ending December 31, 2011 or any future periods.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company’s shares, the application of those net proceeds, or whether such use will actually take place as described under the section headed “Future Plans and Use of Proceeds” set out in the Prospectus.

Opinion

In our opinion:

- a) the unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;

- b) such basis is consistent with the accounting policies of the Group; and
- c) the adjustments are appropriate for the purposes of the unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully

KPMG
Certified Public Accountants
Hong Kong