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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Guodian Technology & Environment Group Corporation Limited, you should at once hand this circular, together with the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



國電科技環保集團股份有限公司

GUODIAN TECHNOLOGY & ENVIRONMENT GROUP CORPORATION LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 01296)

**REPORT OF THE BOARD OF DIRECTORS FOR 2015,
REPORT OF THE BOARD OF SUPERVISORS FOR 2015,
THE GROUP'S AUDITED FINANCIAL STATEMENTS FOR 2015,
PROFIT DISTRIBUTION PLAN FOR 2015,
REMUNERATION PLAN FOR DIRECTORS FOR 2016,
REMUNERATION PLAN FOR SUPERVISORS FOR 2016,
RE-APPOINTMENT OF UNION POWER CERTIFIED
PUBLIC ACCOUNTANTS
(SPECIAL GENERAL PARTNERSHIP)
AS THE COMPANY'S PRC AUDITORS FOR 2016,
RE-APPOINTMENT OF KPMG AS THE COMPANY'S
INTERNATIONAL AUDITORS FOR 2016,
AND
NOTICE OF 2015 ANNUAL GENERAL MEETING**

The Company will convene the AGM at 4 p.m. on Friday, May 27, 2016, at the Conference Room, 3rd Floor, Building No. 1, Block No. 16 Xi Si Huan Zhong Road, Haidian District, Beijing, the People's Republic of China. Notice of the AGM is set out on pages 6 to 8 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's head office in the PRC in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's head office in the PRC (for holders of Domestic Shares) on or before Friday, May 6, 2016.

* For identification purposes only

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD OF DIRECTORS	1
NOTICE OF 2015 ANNUAL GENERAL MEETING	6

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	means the annual general meeting of the Company to be held by the Company at the Conference Room, 3rd Floor, Building No. 1, Block No. 16 Xi Si Huan Zhong Road, Haidian District, Beijing, PRC at 4 p.m., on Friday, May 27, 2016;
“Articles of Association”	means the articles of association of the Company (as amended, modified or otherwise supplemented from time to time);
“Board”	means the board of Directors;
“Board of Supervisors”	means the board of Supervisors;
“Company”	means 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; the H Shares of which are listed on the Stock Exchange;
“Directors”	means the directors of the Company;
“Domestic Shares”	means ordinary shares in the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB;
“Group”	means the Company and its subsidiaries;
“Guodian Group”	means 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;
“H Shares”	means the overseas-listed foreign shares in the ordinary share capital of the Company, with a RMB denominated par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;
“INED”	means independent non-executive Directors;

DEFINITIONS

“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	means the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	means Renminbi, the lawful currency of the PRC;
“Shareholders”	means shareholders of the Company;
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Company’s Domestic Shares and H Shares;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited; and
“Supervisors”	means the supervisors of the Company.

LETTER FROM THE BOARD OF DIRECTORS



國電科技環保集團股份有限公司

GUODIAN TECHNOLOGY & ENVIRONMENT GROUP CORPORATION LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 01296)

Executive Directors:

Mr. Yang Guang (*Chairman*)
Mr. Chen Dongqing
Mr. Tang Chaoxiong

Legal Address:

Suite 1101, 11/F, Building No. 1
Block No. 16 Xi Si Huan Zhong Road
Haidian District, Beijing, PRC

Non-executive Directors:

Mr. Wang Zhongqu
Mr. Zhang Wenjian
Mr. Feng Shuchen
Mr. Yan Andrew Y.

Headquarters in the PRC:

Building No. 1
Block No. 16 Xi Si Huan Zhong Road
Haidian District, Beijing, PRC

Independent non-executive Directors:

Mr. Shen Xiaoliu
Mr. Qu Jiuhui
Mr. Xie Qiuye
Mr. Fan Ren Da Anthony

Principal place of business in Hong Kong:

Flat L 15/F, Hong Kong Mansion
1 Yee Wo Street Causeway Bay
Hong Kong

29 April, 2016

To the Shareholders

Dear Sir or Madam,

**REPORT OF THE BOARD OF DIRECTORS FOR 2015,
REPORT OF THE BOARD OF SUPERVISORS FOR 2015,
THE GROUP'S AUDITED FINANCIAL STATEMENTS FOR 2015,
PROFIT DISTRIBUTION PLAN FOR 2015,
REMUNERATION PLAN FOR DIRECTORS FOR 2016,
REMUNERATION PLAN FOR SUPERVISORS FOR 2016,
RE-APPOINTMENT OF UNION POWER CERTIFIED
PUBLIC ACCOUNTANTS
(SPECIAL GENERAL PARTNERSHIP)
AS THE COMPANY'S PRC AUDITORS FOR 2016,
RE-APPOINTMENT OF KPMG AS THE COMPANY'S
INTERNATIONAL AUDITORS FOR 2016,
AND
NOTICE OF 2015 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD OF DIRECTORS

1. INTRODUCTION

The purposes of this circular are to give Shareholders the notice of the AGM and information on matters to be dealt with at the AGM, and to provide Shareholders with information in relation to, among others:

- (1) Report of the Board for 2015;
- (2) Report of the Board of Supervisors for 2015;
- (3) The audited financial statements of the Group as of, and for the year ended, December 31, 2015;
- (4) Profit distribution plan for 2015;
- (5) Remuneration plan for Directors for 2016;
- (6) Remuneration plan for Supervisors for 2016;
- (7) Re-appointment of Union Power Certified Public Accountants (Special General Partnership) as the Company's PRC auditors for 2016; and
- (8) Re-appointment of KPMG as the Company's international auditors for 2016.

2. REPORT OF THE BOARD OF DIRECTORS FOR 2015

An ordinary resolution will be proposed at the AGM to approve the report of the Board for 2015, the text of which is set out in the Company's 2015 annual report dispatched by the Company.

3. REPORT OF THE BOARD OF SUPERVISORS FOR 2015

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for 2015, the text of which is set out in the Company's 2015 annual report dispatched by the Company.

LETTER FROM THE BOARD OF DIRECTORS

4. THE GROUP'S AUDITED FINANCIAL STATEMENTS AS OF, AND FOR THE YEAR ENDED, DECEMBER 31, 2015

An ordinary resolution will be proposed at the AGM to approve the Group's audited financial statements as of, and for the year ended, December 31, 2015, the text of which is set out in the Company's 2015 annual report dispatched by the Company.

5. PROFIT DISTRIBUTION PLAN FOR 2015

According to the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan for 2015.

The Board does not recommend the distribution of dividends for the year ended December 31, 2015.

6. REMUNERATION PLAN FOR DIRECTORS FOR 2016

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for the Directors for the year ending December 31, 2016, pursuant to the Company's policies as follows:

- (1) INEDs will receive compensation from the Company. For 2016, the Company will pay each INED an annualized amount of RMB150,000 (inclusive of tax; and the Company shall be responsible for the withholding and paying of personal income tax).

The Company will pay INEDs for their travel expenses incurred in connection with attending Board meetings, shareholders' meetings and other activities organized by the Board.

- (2) Non-executive Directors will not receive any compensation from the Company.
- (3) Executive Directors will receive compensation from the Company. The remuneration of each executive Director will be determined based on his position in the senior management team at the Company, or pursuant to the applicable compensation policies of the Company.

7. REMUNERATION PLAN FOR SUPERVISORS FOR 2016

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for the supervisors for the year ending December 31, 2016, pursuant to the Company's policies as follows:

Supervisors will receive compensation from the companies in which they hold positions as executives or employees. The remuneration of each employee representative supervisor will be determined pursuant to the applicable compensation policies of the Company.

LETTER FROM THE BOARD OF DIRECTORS

8. RE-APPOINTMENT OF UNION POWER CERTIFIED PUBLIC ACCOUNTANTS (SPECIAL GENERAL PARTNERSHIP) AS THE COMPANY'S PRC AUDITORS FOR 2016

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Union Power Certified Public Accountants (Special General Partnership) as the Company's PRC auditors for 2016 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

9. RE-APPOINTMENT OF KPMG AS THE COMPANY'S INTERNATIONAL AUDITORS FOR 2016

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of KPMG as the Company's international auditors for 2016 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

10. AGM

Notice of the AGM

The AGM will be held at 4 p.m., on Friday, May 27, 2016 at the Conference Room, 3rd Floor, Building No. 1, Block No. 16 Xi Si Huan Zhong Road, Haidian District, Beijing, PRC to approve, among others, ordinary resolutions in respect of the reports of the Board and the Board of Supervisors, the Group's audited financial statements as of, and for the financial year ended, December 31, 2015, the remuneration plans for the Directors for 2016, the remuneration plans for the Supervisors for 2016, re-appointment of Union Power Certified Public Accountants (Special General Partnership) as the Company's PRC auditors for 2016 and re-appointment of KPMG as the Company's international auditors for 2016. For further details, please refer to the notice of the AGM set out at the end of this circular.

Closure of books

The register of members of the Company has been closed from Wednesday, April 27, 2016 and will be closed until Friday, May 27, 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must have been lodged with the H Share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the head office of the Company (for holders of Domestic Shares) at Building No. 1, Block No. 16, Xi Si Huan Zhong Road, Haidian District, Beijing, PRC no later than 4:30 p.m. on Tuesday, April 26, 2016.

LETTER FROM THE BOARD OF DIRECTORS

Attendance slip and proxy form

If you are eligible and intend to attend the AGM, please complete and return the attendance slip, in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting or any adjournment thereof.

Shareholders who intend to attend the AGM by proxy are required to complete and return the proxy form, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Voting by poll at the AGM

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM as set out in the notice of the AGM set out at the end of this circular must be taken by poll. The chairman of the AGM will therefore demand a poll for every such resolution put to the vote at the AGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share of the Company registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

Recommendation

The Board considers that all the resolutions set out in the notice of the AGM for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the notice of the AGM which are to be proposed at the AGM.

Yours faithfully,

By Order of the Board

Guodian Technology & Environment Group Corporation Limited*

Mr. YANG Guang

Chairman

* *For identification purpose only*

NOTICE OF 2015 ANNUAL GENERAL MEETING



國電科技環保集團股份有限公司

GUODIAN TECHNOLOGY & ENVIRONMENT GROUP CORPORATION LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 01296)

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2015 annual general meeting (the “AGM”) of Guodian Technology & Environment Group Corporation Limited (the “Company”) will be held at the Conference Room, 3rd Floor, Building No. 1, Block No. 16 Xi Si Huan Zhong Road, Haidian District, Beijing, the People's Republic of China (the “PRC”) at 4 p.m. on Friday, May 27, 2016, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

AS ORDINARY RESOLUTIONS

1. To receive and approve the adoption of the report of the board of directors (the “Board”) of the Company for the year ended December 31, 2015.
2. To receive and approve the adoption of the report of the board of supervisors of the Company for the year ended December 31, 2015.
3. To receive and approve the adoption of the Group's audited financial statements as of, and for the year ended December 31, 2015.
4. To consider and approve the Company's profit distribution plan for the year ended December 31, 2015.
5. To consider and approve the remuneration plan for directors of the Company for the year ending December 31, 2016.
6. To consider and approve the remuneration plan for supervisors of the Company for the year ending December 31, 2016.
7. To consider and approve the re-appointment of Union Power Certified Public Accountants (Special General Partnership) as the Company's PRC auditors for 2016 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

NOTICE OF 2015 ANNUAL GENERAL MEETING

8. To consider and approve the re-appointment of KPMG as the Company's international auditors for 2016 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.
9. To consider and approve the proposals (if any) put forward at the AGM by shareholder(s) holding 3% or more of the shares of the Company carrying the right to vote thereat.

By order of the Board of
Guodian Technology & Environment Group Corporation Limited*
Mr. YANG Guang
Chairman

Beijing, PRC, April 11, 2016

* *For identification purpose only*

Notes:

1. Important Information

A circular setting out further details of the resolutions will be dispatched and published by the Company in due course. The form of proxy and the reply slip for the AGM will be dispatched and published by the Company on the same date as this notice of the AGM. The Company will also dispatch and publish the Company's annual report for 2015 in due course. Shareholders of the Company ("**Shareholders**") who wish to appoint a proxy shall first read the Company's annual report for 2015 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or dispatched to relevant Shareholders. The annual report for the year 2015 includes the report of the Board for 2015, the report of the board of supervisors for 2015, and the Group's audited financial statements as of, and for the year ended December 31, 2015.

2. Closure of Register of Members

The register of members of the Company will be closed from Wednesday, April 27, 2016 to Friday, May 27, 2016, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) or the head office of the Company in the PRC (for holders of domestic shares) at Building No. 1, Block No. 16, Xi Si Huan Zhong Road, Haidian District, Beijing, PRC no later than 4:30 p.m. on Tuesday, April 26, 2016.

3. Eligibility for Attending the AGM

Holders of H shares and domestic shares whose names appear on the register of members of the Company at the close of business on Tuesday, April 26, 2016 are entitled to attend and vote at the AGM.

4. Proxy

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.

NOTICE OF 2015 ANNUAL GENERAL MEETING

If the appointer is a legal person, its legal representative or any person authorized by resolutions of the Board or other governing bodies may attend the AGM on behalf of the appointer.

In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited to the H share registrar of the Company (for holders of H shares), namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the head office of the Company in the PRC (for holders of domestic shares) at Building No.1, Block No. 16, Xi Si Huan Zhong Road, Haidian District, Beijing, PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. If the appointer is a legal person, the proxy form must be either executed under its common seal or under the hand of its directors or attorney duly authorized.

5. Registration Procedures for Attending the AGM

The Company has the rights to request a proxy who attends the AGM on behalf of a shareholder to provide proof of identity.

Shareholders who intend to attend the AGM should complete and return the reply slip by hand or by post to the H share registrar of the Company (for holders of H shares), namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the head office of the Company in the PRC (for holders of domestic shares) at Building No. 1, Block No. 16, Xi Si Huan Zhong Road, Haidian District, Beijing, PRC on or before Friday, May 6, 2016.

6. Method of Voting at the AGM

Voting at the AGM will be conducted by way of poll.

7. Miscellaneous

- (i) The AGM is expected to take half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the AGM.
- (ii) No person is required to abstain from voting in respect of any resolutions set out in this Notice.
- (iii) Contacts of the Company are as follows:

Address:	Building No. 1, Block No. 16 Xi Si Huan Zhong Road Haidian District Beijing, PRC
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Contact Person (for Shareholders in the PRC):	Mr. Li Tao Telephone: (8610) 5765 9788
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Contact Person (for Shareholders outside the PRC):	Mr. Wong Ki Yan Davhen Telephone: (8610) 5765 9749
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As at the date of this notice, the executive Directors of the Company are Mr. Yang Guang, Mr. Chen Dongqing and Mr. Tang Chaoxiong; the non-executive Directors are Mr. Wang Zhongqu, Mr. Zhang Wenjian, Mr. Feng Shuchen and Mr. Yan Andrew Y.; and the independent non-executive Directors are Mr. Shen Xiaoliu, Mr. Qu Jiuhui, Mr. Xie Qiuye and Mr. Fan Ren Da Anthony.