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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 THE FIRST EXTRAORDINARY GENERAL MEETING IN 2017

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting (the “**EGM**”) of Guodian Technology & Environment Group Corporation Limited (the “**Company**”) in 2017 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 4:00 p.m., on Tuesday, 8 August 2017, for the purpose of considering and, if thought fit, approving the following resolutions:

AS ORDINARY RESOLUTIONS

1 “THAT:

the adjustment of the annual remuneration benchmark for overseas (Hong Kong) independent non-executive director of the Company to RMB250,000 per annum (tax inclusive, the individual income tax shall be withheld and paid by the Company) (the “**Annual Remuneration Benchmark for Overseas Independent Non-executive Director**”).”

2 To consider and approve the resolutions in respect of the members of the third session of the board of directors of the Company:

“THAT:

- (a) the reappointment of Mr. Chen Dongqing as an executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Chen’s reappointment as a director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Chen according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Chen and to handle all other relevant matters on behalf of the Company.

- (b) the appointment of Mr. Zhang Jun as an executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Zhang's appointment as a new director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Zhang according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Zhang and to handle all other relevant matters on behalf of the Company.
- (c) the reappointment of Mr. Tang Chaoxiong as an executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Tang's reappointment as a director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Tang according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Tang and to handle all other relevant matters on behalf of the Company.
- (d) the reappointment of Mr. Wang Zhongqu as a non-executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Wang's reappointment as a director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Wang according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Wang and to handle all other relevant matters on behalf of the Company.
- (e) the reappointment of Mr. Zhang Wenjian as a non-executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Zhang's reappointment as a director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Zhang according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Zhang and to handle all other relevant matters on behalf of the Company.

- (f) the appointment of Mr. Gu Yuchun as a non-executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Gu's appointment as a new director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Gu according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Gu and to handle all other relevant matters on behalf of the Company.
- (g) the reappointment of Mr. Yan Andrew Y. as a non-executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Yan's reappointment as a director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Yan according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Yan and to handle all other relevant matters on behalf of the Company.
- (h) the reappointment of Mr. Shen Xiaoliu as an independent non-executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Shen's reappointment as a director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Shen according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Shen and to handle all other relevant matters on behalf of the Company.
- (i) the reappointment of Mr. Qu Jiuhui as an independent non-executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Qu's reappointment as a director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Qu according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Qu and to handle all other relevant matters on behalf of the Company.

- (j) the reappointment of Mr. Xie Qiuye as an independent non-executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Xie's reappointment as a director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Xie according to the remuneration plan for directors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Xie and to handle all other relevant matters on behalf of the Company.
- (k) the appointment of Mr. Yeung Chi Tat as an independent non-executive director of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of directors; and, upon Mr. Yeung's appointment as a new director of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Yeung according to the Annual Remuneration Benchmark for Overseas Independent Non-executive Director proposed by the Remuneration and Appraisal Committee, and to authorise any one of the executive directors of the Company to enter into a letter of appointment with Mr. Yeung and to handle all other relevant matters on behalf of the Company.”

3 To consider and approve the resolutions in respect of the members of the third session of the board of supervisors of the Company:

“THAT:

- (a) the reappointment of Mr. Luan Baoxing as a supervisor of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of supervisors and, upon Mr. Luan's reappointment as a supervisor of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Luan according to the remuneration plan for supervisors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a service contract with Mr. Luan and to handle all other relevant matters on behalf of the Company;

- (b) the reappointment of Mr. Xu Xingzhou as a supervisor of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of supervisors and, upon Mr. Xu's reappointment as a supervisor of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Xu according to the remuneration plan for supervisors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a service contract with Mr. Xu and to handle all other relevant matters on behalf of the Company;
- (c) the reappointment of Mr. Yang Xiangbin as a supervisor of the Company for a term of three years, effective from the date on which this resolution is approved by the shareholders at the EGM and until the expiration of the term of the current session of the board of supervisors and, upon Mr. Yang's reappointment as a supervisor of the Company, to authorise the Remuneration and Appraisal Committee of the board of directors to determine the remuneration of Mr. Yang according to the remuneration plan for supervisors as approved by the shareholders at the 2016 annual general meeting of the Company, and to authorise any one of the executive directors of the Company to enter into a service contract with Mr. Yang and to handle all other relevant matters on behalf of the Company.”

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

Beijing, PRC, 23 June 2017

* *For identification purpose only*

Notes:

1. Important: The biographical details of the candidates of the director and the candidates of the supervisor of the Company are set out in the announcement of the Company dated 6 June 2017. As at the date of this notice, there has been no change to such information. The form of proxy and the reply slip for the EGM will be dispatched and published by the Company on the same date as this notice of the EGM.

2. Closure of Register of Members

The register of members of the Company will be closed from Sunday, 9 July 2017 to Tuesday, 8 August 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the EGM, 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 (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 Friday, 7 July 2017.

3. Eligibility for Attending the EGM

Holders of H shares and domestic shares whose names appear on the register of members of the Company at the close of business on Friday, 7 July 2017 are entitled to attend and vote at the EGM.

4. Proxy

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

If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board of the directors or other governing bodies may attend the EGM 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 (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 EGM 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 authorised.

5. Registration Procedures for Attending the EGM

The Company has the rights to request a proxy who attends the EGM on behalf of a shareholder to provide proof of identity. Shareholders who intend to attend the EGM 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 (for holders of domestic shares) at Building No. 1, Block No. 16 Xi Si Huan Zhong Road, Haidian District, Beijing, PRC on or before Wednesday, 19 July 2017.

6. Method of Voting at the EGM

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

7. Miscellaneous

- (i) The EGM is expected to take half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the EGM.
- (ii) 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):	Ms. Qin Xiangling Telephone: (8610) 5765 9867
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Contact Person (for Shareholders outside the PRC):	Ms. Mok Ming Wai Telephone: (852) 3589 8678
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As at the date of this announcement, the executive directors of the Company are Mr. Chen Dongqing and Mr. Tang Chaoxiong; the non-executive directors are Mr. Wang Zhongqu, Mr. Yang Guang, 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.