



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)

FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2017

I/We ^(Note 1) _____ of _____

being the holder of _____ domestic shares/ _____ H shares ^(Note 2)
of Guodian Technology & Environment Group Corporation Limited* (the “**Company**”), hereby appoint the Chairman of meeting,
or ^(Note 3) _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting of the Company in 2017 (“**EGM**”) to 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 (“**PRC**”) at 4:00 p.m., on Tuesday, 8 August 2017, or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of EGM. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	<p>“THAT:</p> <p>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”).”</p>			
2.	<p>To consider and approve the resolutions in respect of the members of the third session of the board of directors of the Company:</p> <p>“THAT:</p> <p>(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.</p> <p>(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.</p>			

Ordinary Resolutions	For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
<p>(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.</p> <p>(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.</p> <p>(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.</p>			

Ordinary Resolutions	For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
<p>(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.</p> <p>(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.</p> <p>(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.</p>			

Ordinary Resolutions	For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
<p>(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.</p> <p>(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.</p> <p>(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."</p>			

Ordinary Resolutions		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
3.	<p>To consider and approve the resolutions in respect of the members of the third session of the board of supervisors of the Company:</p> <p>“THAT:</p> <p>(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;</p> <p>(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;</p> <p>(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.”</p>			

Date: _____ 2017

Signature *(Note 5)*: _____

Notes:

1. Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in block letters.
2. Please insert the number of shares registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are completed, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting of the Company is preferred, please cross out the words “the Chairman of the meeting, or” and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
4. Important: If you wish to vote for any resolution, please tick the appropriate box marked “FOR” or insert the relevant number of shares. If you wish to vote against any resolution, please tick the appropriate box marked “AGAINST” or insert the relevant number of shares. If you wish to vote abstained a resolution, tick the appropriate box marked “ABSTAIN” or insert the relevant number of shares. The number of abstained votes will not be counted as the required majority in favour of any given resolution proposed while the number of abstained votes will be counted into the denominator for the purpose of percentage calculation of the voting. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other matter (including amendments to resolution(s)) which may properly come before the meeting.
5. This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either affixed with the legal person’s common seal or signed by its directors or duly authorised attorney.
6. Shareholders who have the right to attend and vote at the EGM are entitled to appoint in writing one or more proxies (whether a member of the Company or not) to attend and vote at the meeting on their behalf.
7. If more than one proxy has been appointed by any shareholder of the Company, such proxies shall not vote at the same time.
8. The EGM is expected to last for 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.
9. In the case of joint holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the EGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
10. The instrument appointing a proxy must be duly authorised in writing by the appointer or his attorney. If the form of proxy is signed by a person authorised by the appointer under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The form of proxy and the notarized power of attorney or other authorization documents must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by hand or by post (for holders of H shares of the Company), or the Company’s head office in the PRC at Building No. 1, Block No. 16 Xi Si Huan Zhong Road, Haidian District, Beijing, PRC (for holders of domestic shares of the Company), not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof.

* *For identification purpose only*