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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 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2016 annual general meeting (the “**AGM**”) of Guodian Technology & Environment Group Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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 Friday, 26 May 2017, 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 31 December 2016.
2. To receive and approve the adoption of the report of the board of supervisors of the Company for the year ended 31 December 2016.
3. To receive and approve the adoption of the Group’s audited financial statements as of, and for the year ended 31 December 2016.
4. To consider and approve the Company’s profit distribution plan for the year ended 31 December 2016.
5. To consider and approve the remuneration plan for directors of the Company for the year ending 31 December 2017.
6. To consider and approve the remuneration plan for supervisors of the Company for the year ending 31 December 2017.

AS SPECIAL RESOLUTIONS

7. To consider and approve the resolution on the issuance of non-public placement debt financing instruments in the PRC with an issue size up to RMB4.0 billion, and to authorize the Board to deal with all matters relating to the issuance of non-public placement debt financing instruments, including, without limitations, the matters set out in the circular to be dispatched in due course, formulating plans, conducting negotiation, performing relevant review and approval procedures, signing agreements and relevant documents in due course, completing relevant procedures and appointing relevant professional parties. At the same time, to approve the delegation of the authority by the Board to the management meeting of the Company to deal with all such matters relating to the issuance and (if applicable) listing of non-public placement debt financing instruments within the scope of authorization aforementioned and with immediate effect.
8. To consider and approve the amendments to the articles of association of the Company (details of the amendments will be set out in the Company's circular to be dispatched in due course).

AS ORDINARY RESOLUTION

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, 7 April 2017

* *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 2016 in due course. Shareholders of the Company ("**Shareholders**") who wish to appoint a proxy shall first read the Company's annual report for 2016 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 2016 includes the report of the Board for 2016, the report of the board of supervisors for 2016, and the Group's audited financial statements as of, and for the year ended 31 December 2016.

2. Closure of Register of Members

The register of members of the Company will be closed from Wednesday, 26 April 2017 to Friday, 26 May 2017, 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, 25 April 2017.

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, 25 April 2017 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.

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 Saturday, 6 May 2017.

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):	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. 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.