



**GOLDWIND**

**XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.\***

**新疆金風科技股份有限公司**

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

**Stock Code: 02208**

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 17 DECEMBER 2013**

I/We<sup>1</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the shareholder(s) of Xinjiang Goldwind Science & Technology Co., Ltd. (the "Company") holding \_\_\_\_\_ shares<sup>2</sup>,  
hereby appoint the chairman of the meeting or<sup>3</sup> \_\_\_\_\_  
as my/our proxy to attend and vote for on my/our behalf in respect of the resolutions set out in the notice of the Extraordinary General Meeting ("EGM") at  
the EGM of the Company to be held at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District,  
Urumqi, Xinjiang, PRC at 10:30 a.m. on Tuesday, 17 December 2013, or at any adjournment thereof, as indicated hereunder or, if no such indication is  
given, as the proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>	
1	To consider and approve the annual remuneration payable by the Company to the directors of the Company	(1) a fixed annual remuneration of RMB900,000.00 (including tax) and an annual bonus payable to the chairman of the board of the Company to be determined by the Remuneration and Assessment Committee of the Company based on the performance of the Company and in accordance with the <i>Administration Rules for Remuneration</i> of the Company			
		(2) an annual remuneration payable to directors of the Company that also perform executive functions in the Company based on their roles and responsibilities in the Company and in accordance with the <i>Administration Rules for Remuneration</i> of the Company			
		(3) no annual remuneration is payable by the Company to non-executive directors of the Company			
2	To consider and approve the following continuing connected transactions according to the requirements under <i>The Rules Governing Listing of Stocks on the Shenzhen Stock Exchange</i> and the respective annual caps for the year of 2014	(1) continuing connected transactions with Xinjiang Wind Power Co., Ltd. and the relevant estimated annual cap for the year of 2014			
		(2) continuing connected transactions with China Three Gorges New Energy Corporation and the relevant estimated annual cap for the year of 2014			
		(3) continuing connected transactions with Xinjiang New Energy (Group) Co., Ltd. and the relevant estimated annual cap for the year of 2014			

Date \_\_\_\_\_

Signature(s) \_\_\_\_\_

**Notes:**

- Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- If you wish to appoint any person other than the chairman of the EGM as your proxy, please delete the words "the chairman of the meeting or" and insert the name and address of the proxy you duly appointed. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a shareholder of the Company. Any alterations made in this proxy form should be initialled by the person who signs it.
- IMPORTANT:** Please indicate with a "✓" in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Abstain" if you wish to abstain from voting. If no direction is given, the proxy is entitled to vote or abstain as he/she thinks fit. The proxy is also entitled to vote at his/her discretion on any other resolution duly submitted to the EGM in addition to those set out in the notice of EGM. Any abstain vote or waiver to vote shall be counted as an abstain vote for the purpose of calculating the result of that resolution. Any abstain votes shall be counted in the calculation of the required majority.
- This proxy form must be signed by you or your duly authorised attorney in writing, or under the company seal or under the hand of a director or a duly authorised attorney in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorisation documents giving such authorisation shall be notarised.
- In cases of joint holders of a share, any one of such holders is entitled to vote at the EGM, by himself/herself/itself or by proxy, as if he/she/it is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
- To be valid, this proxy form, together with any notarised copy of the power of attorney or other authorisation documents (if any), must be deposited not less than 24 hours before the time appointed for holding the EGM or any of its adjournments (as the case may be) at the Company's Office of Secretary of the Board at No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, PRC for the shareholders holding A Shares, or at 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 for the shareholders holding H Shares.
- The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM shall be responsible of their own transportation and accommodation expenses.

\* For identification purpose only