
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in the section entitled “Glossary of Technical Terms”.

“863 program”	The State High-Technology Development Plan, a program funded and administered by the PRC Government intended to stimulate the development of advanced technologies in a wide range of fields
“948 program”	The Introduction of International Advanced Agricultural Science and Technology Program, approved by the State Council and involving programs relating to the development of the PRC ecology, forestry and agriculture industries
“A Shares”	Domestic shares of our Company, with a nominal value of RMB1.00 each, which are listed on the SZSE and traded in RMB
“Accountants’ Report”	The report by Ernst & Young, certified public accountants, our reporting accountants, in the form set out in Appendix I to this prospectus
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association”	The Articles of Association, adopted by our Company on May 26, 2010, which shall become effective on the Listing Date and as amended from time to time, a summary of which is set forth in Appendix VIII to this prospectus
“ASP”	Average selling price(s)
“associates”	Has the meaning ascribed thereto under the Listing Rules
“Bayannur Fuhui”	Inner Mongolia Bayannur Fuhui Wind Energy Electricity Co., Ltd. (內蒙古巴彥淖爾富滙風能電力有限公司), a company incorporated under the laws of the PRC on April 26, 2004 and a non-wholly owned subsidiary of our Company
“Beijing Goldwind”	Beijing Goldwind Science & Creation Wind Power Equipment Co., Ltd. (北京金風科創風電設備有限公司), a company incorporated under the laws of the PRC on February 13, 2006 and a wholly owned subsidiary of our Company
“Beijing Techwin”	Beijing Techwin Electric Co., Ltd. (北京天誠同創電氣有限公司), a company incorporated under the laws of the PRC on December 16, 2008 and a non-wholly owned subsidiary of our Company
“Beijing Tianrun”	Beijing Tianrun New Energy Investment Co., Ltd. (北京天潤新能投資有限公司), a company incorporated under the laws of the PRC on April 11, 2007 and a wholly owned subsidiary of our Company

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“Beijing Tianyuan”	Beijing Tianyuan Science & Creation Wind Power Technology Co., Ltd. (北京天源科創風電技術有限責任公司), a company incorporated under the laws of the PRC on September 29, 2005 and a non-wholly owned subsidiary of our Company
“BTM”	BTM Consult ApS, an organization that specializes in information and statistics regarding renewable energy and independent of our Company, Directors, Substantial Shareholder(s) and their respective associates
“Business Day”	A day (other than a Saturday or a Sunday or a public holiday) on which banks in Hong Kong are open for banking business to the public
“CAGR”	Compounded annual growth rate
“CB Fund”	China-Belgium Direct Equity Investment Fund (中國－比利時直接股權投資基金), a company incorporated under the laws of the PRC on November 18, 2004 and a Shareholder of our Company
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	A person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	A person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	A person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	A CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CDM”	Clean development mechanism, which allows a country with an emission-reduction or emission-limitation commitment under the Kyoto Protocol to implement an emission-reduction project in developing countries
“CEIC”	CEIC Data Company Ltd., an organization that specializes in economic databases of emerging and developed markets worldwide, and independent of our Company, Directors, Substantial Shareholder(s) and their respective associates
“CERs”	Certified emission reductions, which are carbon credits issued by the CDM Executive Board for emission reductions achieved by CDM projects and verified by a designated operating entity accredited for monitoring CDM projects under the Kyoto Protocol
“China” or “PRC”	The People’s Republic of China, excluding, only for purposes of this prospectus, Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong

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“China Three Gorges”	China Three Gorges Corporation (中國長江三峽集團公司) (formerly known as China Three Gorges Project Corporation (中國長江三峽工程開發總公司)), a company incorporated under the laws of the PRC and the parent company of China Water
“China Water”	China Water Resources Investment Group Company (中國水利投資集團公司) (formerly known as China Water Resources Investment Company (中國水利投資公司)), a company incorporated under the laws of the PRC on December 22, 1997, the name of which was changed to China Water Resources Investment Group Company on October 31, 2006, and a Shareholder of our Company
“China Water Baotou”	China Water Resources Investment Group Baotou Wind Power Equipment Co., Ltd (國水投資集團包頭風電設備股份有限公司), a company incorporated under the laws of the PRC and a subsidiary of China Water
“China Water Xi’an”	China Water Resources Investment Group Xi’an Wind Power Equipment Co., Ltd. (國水投資集團西安風電設備股份有限公司), a company incorporated under the laws of the PRC and a subsidiary of China Water
“Chinese Academy of Meteorological Sciences”	A multi-disciplinary meteorological research institution in the PRC directly attached to the China Meteorological Administration, the public service agency under the State Council responsible for organizational and operational management of China’s national meteorological services
“Company”	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 PRC on March 26, 2001, and including its subsidiaries as the context requires
“Companies Ordinance”	The Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented or otherwise modified from time to time
“Connected Person(s)”	Has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	Has the meaning ascribed thereto under the Listing Rules
“Cornerstone Investor”	The cornerstone investor as described in the section entitled “Cornerstone Investor” in this prospectus
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC securities markets
“Director(s)” or “Board of Directors”	Director(s) or the board of directors of our Company, respectively
“EIA”	The Energy Information Administration under the Department of Energy of the United States

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“EPC”	Engineering, Procurement and Construction, a construction arrangement where the company that is contracted to construct the project will be responsible for the design, procurement, and construction, and will deliver the project to the owner after completion of the project construction and passing of the final acceptance inspection
“EUR” or “euro”	The lawful currency of the member states of the European Union that have adopted the single currency in accordance with the treaty establishing the European Community, as amended
“EURIBOR”	The EUR interbank offered rate, which is the rate at which a prime bank is willing to lend funds in EUR to another prime bank
“GDP”	Gross domestic product (all references to GDP growth rates are real as opposed to nominal rates of GDP growth)
“Global Financial Advisors”	China International Capital Corporation Hong Kong Securities Limited and CCB International Capital Limited
“Global Offering”	The Hong Kong Public Offering and the International Offering
“Goldwind Windenergy”	Goldwind Windenergy GmbH, a company incorporated under the laws of Germany on May 18, 2006 and a wholly owned subsidiary of our Company
“Green Application Form(s)”	The Application Form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “us” or “we”	Our Company and our subsidiaries
“H Shares”	Foreign shares in the share capital of our Company, with a Renminbi denominated par value of RMB1.00 each, which are to be subscribed for and traded in HK dollars and for which an application will be made for listing and permission to trade on the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$” or “HK dollars” or “Hong Kong dollars” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	The offer for subscription of the Hong Kong Public Offer Shares to the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.004% and the Hong Kong Stock Exchange trading fee of 0.005%), subject to and in accordance with the terms

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	and conditions set out in this prospectus and the related Application Forms
“Hong Kong Public Offer Shares”	The 39,529,600 H Shares being offered for subscription pursuant to the Hong Kong Public Offering (subject to adjustment as described in the section entitled “Structure of the Global Offering” in this prospectus)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	The underwriters of the Hong Kong Public Offering whose names are set out in the section entitled “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	The underwriting agreement dated June 4, 2010 entered into by, among others, our Company, the Joint Bookrunners and the Hong Kong Underwriters relating to the Hong Kong Public Offering, the details of which are set out in the section entitled “Underwriting — Hong Kong Underwriters” in this prospectus
“IEA”	The International Energy Agency, an intergovernmental organization which acts as energy policy advisor to 28 countries, including the United States, Japan and member states of the European Union
“IEC”	International Electrical Commission, the organization that prepares and publishes international standards for electrical, electronic and related technologies
“IFRS”	International Financial Reporting Standards, which include standards, amendments and interpretations issued by the International Accounting Standards Board (IASB)
“Independent Third Party(ies)”	Person(s) who, as far as the Directors are aware after having made all reasonable enquiries, is/are not connected person(s) of our Company within the meaning of the Listing Rules
“International Offering”	The offer for sale of the International Offer Shares by the International Underwriters to professional and institutional investors at the Offer Price, the details of which are set out in the section entitled “Structure of the Global Offering” in this prospectus
“International Offer Shares”	The 355,764,400 H Shares being offered for subscription pursuant to the International Offering together, where relevant, with any additional H Shares issued pursuant to the exercise of the Over-allotment Option, the number of which is further subject to adjustment as described in the section entitled “Structure of the Global Offering” in this prospectus
“International Underwriters”	The underwriters of the International Offering, who are expected to enter into the International Underwriting Agreement

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“International Underwriting Agreement”	The underwriting agreement relating to the International Offering which is expected to be entered into by, among others, our Company, the Joint Bookrunners and the International Underwriters on or before the Price Determination Date
“ISO”	International Organization for Standardization
“Joint Bookrunners”	China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Asia Limited and Credit Suisse (Hong Kong) Limited
“Joint Global Coordinators”	China International Capital Corporation Hong Kong Securities Limited and Citigroup Global Markets Asia Limited
“Joint Lead Managers”	China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Asia Limited, Taifook Securities Company Limited and Credit Suisse (Hong Kong) Limited
“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Asia Limited and Hai Tong Capital (HK) Limited
“Keshiketengqi Huifeng”	Keshiketengqi Huifeng New Energy Co., Ltd. (克什克騰旗匯風新能源有限責任公司), a company incorporated under the laws of the PRC on July 25, 2005 and a former indirectly-owned subsidiary of our Company
“Kyoto Protocol”	The Kyoto Protocol to the “United Nations Framework Convention on Climate Change” passed in 1997
“Latest Practicable Date”	May 27, 2010, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“Listing”	Listing of the H Shares on the Main Board
“Listing Date”	The date on which dealings in the H Shares commence on the Hong Kong Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Main Board”	The stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Mandatory Provisions”	The Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) promulgated on August 27, 1994 by the Securities Commission and the State Economic Restructuring Commission (國家經濟體制改革委員會), as amended, supplemented or otherwise modified from time to time

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“Ministry of Commerce” or “MOFCOM”	The Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOST”	The Ministry of Science and Technology of the PRC (中華人民共和國科學技術部)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NPC”	The National People’s Congress of the PRC (中華人民共和國全國人民代表大會), the national legislative body of the PRC
“NSSF”	The National Social Security Fund Council of the PRC (中華人民共和國社會保障基金理事會), an organization authorized by the State Council which is responsible for the administration of the State’s national social security funds
“Offer Price”	The final offer price per Offer Share (exclusive of a brokerage of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%) of not more than HK\$23.00 and expected to be not less than HK\$19.80, such price to be determined in the manner described in the section entitled “Structure of the Global Offering — Pricing and Allocation” in this prospectus
“Offer Shares”	The Hong Kong Public Offer Shares and the International Offer Shares with any additional H Shares to be issued and sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	The option to be granted by our Company to the International Underwriters pursuant to the International Underwriting Agreement, exercisable by the Joint Bookrunners on behalf of the International Underwriters, to require our Company to allot and issue up to an aggregate of 59,294,000 additional new H Shares at the Offer Price (representing 15% of the H Shares initially being offered under the Global Offering), details of which are described in the section entitled “Underwriting” in this prospectus
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Rate”	The exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s interbank foreign exchange rate in China and with reference to prevailing exchange rates on the world financial markets
“power generation business license”	Electric power business license for power generation, which should be obtained by companies engaged in the power generation business in the PRC pursuant to the Electric Power Law of the PRC (中華人民共和國電力法) and the Provisions for the Administration of Electric Power Business Licenses (Order no. 9 issued by the SERC) (電力業務許可證管理規定)

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“PRC Company Law”	The Company Law of the PRC (中華人民共和國公司法), as adopted at the Fifth Session of the Standing Committee of the Eighth NPC on December 29, 1993, which became effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time. The latest revision was approved on October 27, 2005 and came into effect on January 1, 2006
“PRC Financial Advisor”	Haitong Securities Co., Ltd.
“PRC GAAP”	Accounting Standards for Business Enterprises and its interpretations issued by the Ministry of Finance of the PRC
“PRC Government” or “Chinese Government”	The central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organizations of such government or, as the context requires, all of them
“Price Determination Agreement”	The agreement to be entered into among our Company and the Joint Bookrunners (on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	The date on which the Offer Price will be determined for the purposes of the Global Offering, expected to be on or around June 12, 2010 (Hong Kong time), or such later time as the Joint Bookrunners (on behalf of the Underwriters) and us may agree, but in any event no later than June 20, 2010
“province” or “provinces”	The provinces, autonomous regions and municipalities of the PRC
“QIBs”	Qualified institutional buyers as defined in Rule 144A
“R&D”	Research and development
“Regulation S”	Regulation S under the Securities Act
“RMB” and “Renminbi”	The lawful currency of the PRC
“Rule 144A”	Rule 144A under the Securities Act
“Saarwind”	Saarwind Beteiligungs-Kommanditgesellschaft, a company incorporated under the laws of Germany
“SAFE”	The State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration
“SAIC” or “State Administration for Industry and Commerce”	The State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council, responsible for the administration of state-owned assets (國務院國有資產監督管理委員會)
“Securities Act”	The U.S. Securities Act of 1933, as amended from time to time

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“Securities Commission”	The Securities Commission of the State Council (中華人民共和國國務院證券委員會), which was abolished in March 1998 when its functions were thereafter assumed by CSRC
“Securities Law”	The Securities Law of the PRC (中華人民共和國證券法), enacted by the Standing Committee of the NPC on December 29, 1998 and which became effective on July 1, 1999, as amended and supplemented or otherwise modified from time to time. The latest revision was approved on October 27, 2005 and came into effect on January 1, 2006
“SERC”	The State Electricity Regulatory Commission of the PRC (中國國家電力監管委員會)
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	The Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended and, supplemented or otherwise modified from time to time
“Shanghai Chengrui”	Shanghai Chengrui Investment Co., Ltd. (上海成瑞投資有限公司), a company incorporated under the laws of the PRC on December 4, 2001
“Shanghai Wind Info”	Shanghai Wind Information Co., Ltd. (上海萬得信息技術股份有限公司), a financial data and financial software provider in China, and independent of our Company, Directors, Substantial Shareholder(s) and their respective associates
“Share(s)”	Ordinary share(s) of par value RMB1.00 each in the share capital of our Company, including both A Shares and H Shares
“Shareholders”	Holder(s) of the Shares
“Solar Energy Co.”	Xinjiang Solar Energy Technology Development Company (新疆太陽能科技開發公司), a company incorporated under the laws of the PRC on January 1, 1994 and a Shareholder of our Company
“Special Regulations”	The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) promulgated by the Securities Commission and the State Council on August 4, 1994, as amended and supplemented or otherwise modified from time to time
“State Council”	The State Council of the PRC (中華人民共和國國務院)
“subsidiaries”	Has the meaning ascribed thereto under section 2 of the Companies Ordinance
“Substantial Shareholder(s)”	Has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)” or “Supervisory Committee”	Supervisor(s) or the supervisory committee of our Company

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“SZSE”	The Shenzhen Stock Exchange (深圳證券交易所)
“SZSE Listing Rules”	The Rules Governing Listing of Stocks on the SZSE as amended from time to time
“Tacheng Tianrun”	Tacheng Tianrun Wind Power Co., Ltd. (塔城天潤風力發電有限公司), a company incorporated under the laws of the PRC on July 20, 2007 and former subsidiary of our Company
“TianRun USA”	TianRun USA, Inc., a company incorporated under the laws of the United States on June 10, 2009 and a wholly owned subsidiary of our Company
“TQM”	Total Quality Management, a management method used by an organization that is quality oriented, where all employees participate in the initiative, the purpose of which is to achieve long-term success by achieving customer satisfaction and by benefiting the organization itself, its members, and society
“Track Record Period”	The three years ended December 31, 2007, 2008 and 2009
“Underwriters”	The Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	The Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	The United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Vensys/Innowind”	Vensys/Innowind Beteiligungs — GmbH & Co. Kommanditgesellschaft, a limited company incorporated under the laws of Germany
“Vensys AG”	Vensys Energy AG, a company incorporated under the laws of Germany on February 14, 2000 and a non-wholly owned subsidiary of our Company
“Vensys Elektrotechnik”	Vensys Elektrotechnik GmbH, a company incorporated under the laws of Germany on November 13, 1998 and a non-wholly owned subsidiary of our Company
“Vensys Option”	The option granted to Vensys/Innowind, Saarwind and Windpark as shareholders of the remaining 30.0% equity interest of Vensys AG in accordance with the Vensys Shares SPA and the Vensys Supplemental Agreements to exchange their remaining shares of Vensys AG into our Shares
“Vensys Shares SPA”	The share purchase agreement regarding our acquisition of a 70.0% equity interest in Vensys AG dated January 24, 2008 entered into among our Company, Vensys/Innowind, Saarwind, Goldwind Windenergy and Vensys AG

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“Vensys Supplemental Agreements”	The two supplemental share purchase agreements for the Vensys Shares SPA dated May 14, 2010 entered into among our Company, Vensys/Innowind, Saarwind, Windpark, Goldwind Windenergy and Vensys AG
“White Form eIPO”	The application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Windpark”	Vensys Windpark Beteiligungs-und Verwaltungsgesellschaft GmbH, a company incorporated under the laws of Germany
“Wind Power Research Centre”	Xinjiang Wind Power Research Centre (新疆維吾爾自治區風能研究所), a business unit established under the laws of the PRC on July 1, 1986 and a Shareholder of our Company
“WTG”	Wind turbine generator
“Xinjiang”	The Xinjiang Uyghur Autonomous Region of the PRC
“Xinjiang SASAC”	State-owned Assets Supervision and Administration Commission of Xinjiang (新疆維吾爾自治區國有資產監督管理委員會)
“Xinjiang Wind Power”	Xinjiang Wind Power Co., Ltd. (新疆風能有限責任公司), (formerly known as Xinjiang Wind Power Company (新疆風能公司)), a state-owned enterprise incorporated under the laws of the PRC on April 11, 1988, which was converted to Xinjiang Wind Power Co., Ltd. on October 13, 2005, and a Shareholder of our Company
“XJ New Wind”	Xinjiang New Wind Kegongmao Co., Ltd. (新疆新風科工貿有限責任公司), a company incorporated under the laws of the PRC on February 17, 1998 and the predecessor of our Company
“XJ Tianyun”	Xinjiang Tianyun Wind Power Equipment Distribution Co., Ltd. (新疆天運風電設備配送有限公司), a company incorporated under the laws of the PRC on June 11, 2007 and a wholly owned subsidiary of our Company
“Yuanfeng Investment”	Shenzhen Yuanfeng Investment Co., Ltd. (深圳市遠風投資有限公司), a company incorporated under the laws of the PRC on November 24, 2006 and a Shareholder of our Company
“Yuanjing Xinfeng”	Shenzhen Yuanjing Xinfeng Investment Consultation Co., Ltd. (深圳市遠景新風投資諮詢有限公司), a company incorporated under the laws of the PRC on November 13, 2006 and a Shareholder of our Company

