

## 1. FURTHER INFORMATION ABOUT OUR COMPANY

### A. Establishment

The predecessor of our Company was XJ New Wind, a limited liability company established on February 17, 1998. On December 31, 2000, XJ New Wind's then shareholders approved the conversion of XJ New Wind from a limited liability company to a joint stock limited liability company and the conversion was then approved by the government of Xinjiang on March 1, 2001. On March 26, 2001, we obtained the approval from the Administration of Industry and Commerce of Xinjiang for our change of name to Xinjiang Goldwind Science & Technology Co., Ltd. (新疆金風科技股份有限公司) upon conversion into a joint stock limited liability company.

Our Company has established a place of business in Hong Kong at 17th Floor, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong, and obtained a Certificate of Incorporation of a non-Hong Kong Company under Part XI of the Companies Ordinance on June 1, 2010. DLA Piper Hong Kong, the authorized representative of our Company for the purposes of Part XI of the Companies Ordinance whose correspondence address is 17th Floor, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong, has been appointed as our Company's agent for the acceptance of service of process in Hong Kong. As our Company is established in the PRC, its corporate structure and the Articles of Association are subject to the relevant laws and regulations of the PRC. Summaries of the relevant laws and regulations of the PRC and the Articles of Association are set out in Appendices VII and VIII to this prospectus.

### B. Change in share capital

Immediately upon our conversion to a joint stock limited liability company took effect on March 26, 2001, the registered capital of our Company was RMB32.30 million.

In 2004, the share capital of our Company was increased from RMB32.30 million to RMB70 million. In 2005, the share capital of our Company was further increased from RMB70 million to RMB100 million. On March 24, 2007, our 2006 annual general meeting approved an increase of the share capital of our Company from RMB 100 million to RMB450 million by way of capitalization of our 2006 undistributed profits, legal accumulation fund and surplus accumulation fund. On December 13 and 14, 2007, our Company issued 50,000,000 A Shares to the public in the PRC, including 40,000,000 A Shares by way of on-line offering that were listed on the SZSE on December 26, 2007, and the remaining 10,000,000 A Shares by way of off-line placing that were listed on the SZSE on March 26, 2008 after a three-month lock up period. Further, the share capital of our Company was increased from RMB450 million to RMB500 million.

Our 2007 annual general meeting approved an increase of the share capital of our Company by way of capitalization of our 2007 undistributed profits and legal accumulation fund. The share capital of our Company was increased from RMB500 million to RMB1,000 million. The increase in share capital was registered with the Administration of Industry and Commerce of Xinjiang on March 3, 2008.

The 2008 annual general meeting approved a distribution of the 2008 undistributed profits by way of issuing bonus shares. The share capital of our Company was increased from RMB1,000 million to RMB1,400 million. The increase in the share capital of our Company was registered with the Administration of Industry and Commerce of Xinjiang on May 11, 2009.

The 2009 annual general meeting approved a distribution of the 2009 undistributed profits by way of issuing bonus shares. The share capital of our Company was increased from RMB1,400 million to RMB2,240 million. The increase in the share capital of our Company was registered with the Administration of Industry and Commerce of Xinjiang on April 13, 2010.

Immediately after completion of the Global Offering and the transfer of the state-owned A Shares (converted into H Shares) to the NSSF (assuming that the Over-allotment Option is not exercised), the registered capital of our Company will be RMB2,635,294,000, made up of 2,200,470,600 A Shares and 434,823,400 H Shares, fully paid up or credited as fully paid up, representing approximately 83.5% and 16.5% of the registered capital, respectively.

Save as aforesaid, there has been no alteration in the share capital of our Company since our conversion into a joint stock limited liability company.

### C. Resolutions of the extraordinary Shareholders' meeting in relation to the Global Offering

On September 25, 2009, the Shareholders approved, among other things, the following resolutions and matters:

- (a) the conversion of our Company into an “overseas subscription company limited by shares”;
- (b) the issue of H Shares with a par value of RMB1.00 each (the number of the H Shares so issued shall not exceed 15% of the total share capital of our Company after the Global Offering) and granting the Joint Bookrunners an Over-allotment Option in respect of no more than 15% of the number of H Shares issued as abovementioned;
- (c) the adoption of the Articles of Association and the authorization to the Board to amend such Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules; and
- (d) authorizing the Board to handle all matters relating to, among other things, the conversion of our Company into an “overseas subscription company limited by shares”, the issue of H Shares and the listing on the Hong Kong Stock Exchange.

## 2. FURTHER INFORMATION ABOUT OUR SUBSIDIARIES

### A. Principal subsidiaries

Our principal subsidiaries are listed in Note 1 to the Accountants' Report, the text of which is set out in Appendix I to this prospectus.

### B. Changes in the share capital of our subsidiaries

The following shows the changes in the share capital of our subsidiaries within the two years immediately preceding the date of this prospectus:

#### *Beijing Goldwind*

In October 2008, its registered share capital increased from RMB200 million to RMB350 million.

#### *Beijing Tianyuan*

In October 2009, its registered share capital increased from RMB25 million to RMB45 million.

#### *Bayannur Fuhui*

In June 2008, its registered share capital increased from RMB100 million to RMB160 million; on September 7, 2009, its registered share capital decreased from RMB160 million to RMB40 million.

#### *Damao Qi Tianrun Wind Power Co., Ltd.*

In June 2008, its registered share capital increased from RMB10 million to RMB100 million.

*Buerjin Tianrun Wind Power Co., Ltd.*

In June 2008, its registered share capital increased from RMB1 million to RMB57.50 million.

*Shangdu Tianrun Wind Power Co., Ltd.*

In September 2009, its registered share capital increased from RMB1 million to RMB84 million.











**3. FURTHER INFORMATION ABOUT THE BUSINESS****A. Summary of material contracts**

The following contracts (not being contracts in the ordinary course of business) have been entered into by our Company or any of our subsidiaries within the two years preceding the date of this prospectus and are or may be material:

- (a) Guarantee Contract dated December 23, 2009 entered into between our Company and the Bank of Communications Co., Ltd. Fengtai Branch pursuant to which our Company provides guarantee in respect of and for securing the obligation of Beijing On-off to repay a loan of RMB21 million with interests and fees to the Bank of Communications Co., Ltd. Fengtai Branch;
- (b) Counter Guarantee Contract dated December 23, 2009 entered into among our Company, Beijing On-off, Chen Hong Wei and Mu Xiao Na pursuant to which Beijing On-off, Chen Hong Wei and Mu Xiao Na mortgaged certain assets to our Company as a counter guarantee to the guarantee contract mentioned in (a) above;
- (c) Share Pledge Contract dated December 23, 2009 entered into between our Company and Beijing On-off pursuant to which Beijing On-off pledged its 25% equity interest in Beijing Techwin to our Company as a counter guarantee to the guarantee contract mentioned in (a) above;
- (d) State-owned Land Use Right Mortgage Contract dated December 23, 2009 entered into between our Company and San He Yan Jiao On-off Electric Co., Ltd pursuant to which San He Yan Jiao On-off Electric Co., Ltd mortgaged its land use right for a parcel of state-owned land and all the fixtures thereon to our Company as a counter guarantee to the guarantee contract mentioned in (a) above; and
- (e) Cornerstone Placing Agreement dated May 31, 2010 entered into among our Company, the Joint Lead Managers and CTF regarding the subscription by CTF of H Shares under the Global Offering at the Offer Price for a consideration of US\$40 million; and
- (f) the Hong Kong Underwriting Agreement dated June 4, 2010.





















**B. Our Intellectual property rights**(a) *Trademarks*

As of the Latest Practicable Date, we had registered the following trademarks:

<u>Name of registrant</u>	<u>Trademark</u>	<u>Date of Registration</u>	<u>Registration Number</u>
Our Company . . . . .		2002.1.14	1697742
Our Company . . . . .		2002.1.14	1697741
Our Company . . . . .		2009.12.10	301495170
Our Company . . . . .		2009.12.10	301495206
Our Company . . . . .		2009.12.10	301495341
Our Company . . . . .		2009.12.10	301495378
Goldwind Windenergy . . . . .		2008.6.12	DE30781626
Goldwind Windenergy . . . . .		2008.6.12	DE30781627
Vensys AG . . . . .		2003.10.10	DE30339799
Vensys AG . . . . .		2003.10.24	DE30339798

As of the Latest Practicable Date, we had applied for the registration of the following trademarks:

<u>Name of applicant</u>	<u>Trademark</u>	<u>Class</u>	<u>Application Number</u>	<u>Application Date</u>
Our Company		35	6651807	2008.4.11
Our Company		42	6651808	2008.4.11
Our Company		37	6651809	2008.4.11
Our Company		7	6651810	2008.4.11
Our Company		9	6651811	2008.4.11
Our Company		9	6651812	2008.4.11
Our Company		37	6651813	2008.4.11
Our Company		35	6651814	2008.4.11
Our Company		37	6651815	2008.4.11
Our Company		7	6651816	2008.4.11
Our Company		9	6651817	2008.4.11
Our Company		37	6651818	2008.4.11
Our Company		7	6651819	2008.4.11
Our Company		7	6651820	2008.4.11
Our Company		9	6651821	2008.4.11
Our Company		37	6651822	2008.4.11

<u>Name of applicant</u>	<u>Trademark</u>	<u>Class</u>	<u>Application Number</u>	<u>Application Date</u>
Our Company		9	6651823	2008.4.11
Our Company	<b>金风科技</b>	41	6651824	2008.4.11
Our Company	<b>金风科技</b>	42	6651825	2008.4.11
Our Company	 金风科技	35	6651826	2008.4.11
Our Company	 金风科技	37	6651827	2008.4.11
Our Company		35	6651828	2008.4.11
Our Company	 金风科技	42	6651829	2008.4.11
Our Company	 金风科技	41	6651830	2008.4.11
Our Company		41	6651831	2008.4.11
Our Company		42	6651832	2008.4.11
Our Company	 金风科技	7	6651833	2008.4.11
Our Company		41	6651834	2008.4.11
Our Company	 GOLDWIND	42	6651835	2008.4.11
Our Company	 GOLDWIND	41	6651836	2008.4.11
Our Company	 GOLDWIND	35	6651837	2008.4.11
Our Company	<b>GOLDWIND</b>	41	6668071	2008.4.18
Our Company	<b>GOLDWIND</b>	35	6668072	2008.4.18
Our Company	<b>GOLDWIND</b>	42	6668073	2008.4.18
Beijing Techwin		9	7309116	2009.4.7
Beijing Tianyuan	 天源科创 TIAN YUAN CREATION	7	6482967	2007.12.29
Beijing Tianyuan	 天源科创 TIAN YUAN CREATION	35	6633953	2008.4.2
Beijing Tianyuan	 天源科创 TIAN YUAN CREATION	37	6633954	2008.4.2
Beijing Tianyuan		35	6633955	2008.4.2
Beijing Tianyuan		37	6633956	2008.4.2
Beijing Tianyuan		7	6633957	2008.4.2

(b) *Patent*

As of the Latest Practicable Date, we had been granted the following patents:

<u>Patent Owner</u>	<u>Title</u>	<u>Type</u>	<u>Patent No.</u>	<u>Application Date</u>	<u>Publication Date</u>	<u>Certificate Number</u>
Our Company	風力發電機組 解纜方法	Invention	ZL 02 1 29998.6	2002.9.10	2007.5.23	No. 325754
Our Company	風力發電機機 艙底座	Design	ZL 2007 3 0157557.7	2007.5.24	2008.4.23	No. 770312

<u>Patent Owner</u>	<u>Title</u>	<u>Type</u>	<u>Patent No.</u>	<u>Application Date</u>	<u>Publication Date</u>	<u>Certificate Number</u>
Our Company	電氣設備防雷保護器	Utility Model	ZL 02 2 54019.9	2002.9.6	2003.11.26	No. 589268
Our Company	風力發電機組葉片變槳裝置	Utility Model	ZL 2003 2 0127428.X	2003.11.27	2005.2.9	No. 679024
Our Company	一種外轉子雙饋交流無刷非同步電機	Utility Model	ZL 03 2 43501.0	2003.3.26	2004.3.24	No. 608091
Our Company	變槳距控制裝置	Utility Model	ZL 2004 2 0002630.4	2004.1.12	2005.10.26	No. 736809
Our Company	一種吊架支座及由該吊架支座構成的吊裝裝置	Utility Model	ZL 2005 2 0007835.6	2005.3.2	2006.5.10	No. 780026
Our Company	一種吊架座及由該吊架座構成的吊裝裝置	Utility Model	ZL 2005 2 0007834.1	2005.3.2	2006.5.10	No. 779837
Our Company	串軸式風力機	Utility Model	ZL 2005 2 0016219.7	2005.4.6	2006.7.12	No. 797128
Our Company	風力發電機組高速制動器摩擦片更換提示裝置	Utility Model	ZL 2006 2 0121460.0	2006.6.30	2007.9.19	No. 948881
Our Company, Xinjiang Wind Power, Xinjiang Xinfeng Installation Co., Ltd.	一種專用於風力發電機安裝的吊裝裝置	Utility Model	ZL 2006 2 0166328.1	2006.12.30	2007.12.12	No. 989762
Our Company	永磁外轉子發電機裝配裝置	Utility Model	ZL 2006 2 0132783.X	2006.9.5	2007.12.12	No. 991368
Our Company	一種升降裝置	Utility Model	ZL 2007 2 0146691.1	2007.4.17	2008.6.11	No. 1060396
Our Company	發電機型式試驗台	Utility Model	ZL 2007 2 0127126.0	2007.7.26	2008.6.11	No. 1061397
Our Company	發電機轉子番轉裝置	Utility Model	ZL 2007 2 0152833.5	2007.6.6	2008.6.11	No. 1059089
Our Company	雙定子半直驅式永磁同步風力發電機	Utility Model	ZL 2007 2 0193929.6	2007.10.25	2008.9.10	No. 1097221

<u>Patent Owner</u>	<u>Title</u>	<u>Type</u>	<u>Patent No.</u>	<u>Application Date</u>	<u>Publication Date</u>	<u>Certificate Number</u>
Our Company, China National Offshore Oil Corporation, CNOOC (Beijing) Energy Investment Co., Ltd.	一種絕緣防腐電力設備	Utility Model	ZL 2008 2 0079622.8	2008.3.28	2009.4.1	No. 1195889
Our Company	一種大功率永磁同步電機	Utility Model	ZL 2008 2 0209675.7	2008.11.4	2009.9.30	No. 1289458
Our Company	高海拔型風力發電機	Utility Model	ZL 2009 2 0139801.0	2009.1.8	2009.10.21	No. 1298614
Our Company	一種海上平臺	Utility Model	ZL 2008 2 0228862.X	2008.12.18	2009.11.11	No. 1310932
Beijing Tianyuan	一種防墜落保護裝置	Utility Model	ZL 2008 2 0080718.6	2008.5.21	2009.3.4	No. 1182961
Beijing Tianyuan	風力發電機組機艙加速度檢測及保護裝置	Utility Model	ZL 2008 2 0123602.6	2008.11.6	2009.12.2	No. 1317028
Vensys AG	直驅兆瓦級風力發電機組不同軸承佈局形式	Utility Model	DE 4402184 C2	1994.1.26	1995.11.23	DE 4402184 C2
Vensys AG	直驅兆瓦級風力發電機組冷卻和佈局方式(2MW以上)	Utility Model	DE 19636591 C2	1996.9.10	1999.12.9	DE 19636591 C2
Vensys AG	風力發電機組齒形帶安全變槳驅動	Utility Model	DE 4221783 C2	1992.7.3	1994.1.10	DE 4221783 C2

According to PRC laws, a granted design has a validity period of ten years from the date of its application and a granted innovation has a validity period of 20 years from the date of its application.

As of the Latest Practicable Date, we had applied for the following patents:

<u>Name of applicant</u>	<u>Title</u>	<u>Application Date</u>	<u>Application Number</u>	<u>Type</u>
Our Company	MW級直接驅動永磁外轉子同步發電機	2004.1.19	200410003089.3	Invention
Our Company	永磁交流同步發電機磁極排列方法	2006.11.1	200610143874.8	Invention
Our Company	兆瓦級直驅式變速變槳風力發電機組	2006.12.19	200610171331.7	Invention

<u>Name of applicant</u>	<u>Title</u>	<u>Application Date</u>	<u>Application Number</u>	<u>Type</u>
Our Company	風力發電機組功率曲線驗證系統	2006.9.14	200610153974.9	Invention
Our Company	懸臂齒輪軸柔性傳動風力發電機組	2007.2.28	200710084287.0	Invention
Our Company	發電機定轉子套裝方法及裝置	2007.6.6	200710111649.0	Invention
Our Company	一種風力發電機組	2008.1.2	200810001719.1	Invention
Our Company	風力發電機組的軟併網控制方法	2008.1.2	200810002484.8	Invention
Our Company	電機的加熱除濕方法及裝置	2008.1.2	200810002485.2	Invention
Our Company	永磁同步發電機	2008.4.7	200810090171.2	Invention
Our Company	戶外開啟式電機定子浸漆方法	2008.12.7	200810186913.1	Invention
Our Company	一種抑制直驅風力發電機組振動的系統和方法	2009.5.14	200910113316.0	Invention
Our Company	一種直驅式風力發電機組	2007.5.15	200730146974.1	Design
Our Company	一種風力發電機組底座	2009.3.19	200930174441.3	Design
Our Company	一種風力發電機底座	2009.3.4	200920139917.4	Utility Model
Our Company	一種大功率永磁同步電機的模組式磁極轉子結構	2009.5.6	200920140136.7	Utility Model
Our Company	兆瓦級風力發電機組扭纜保護裝置	2009.6.10	200920140237.4	Utility Model
Our Company	同步電機滿功率試驗裝置	2009.8.11	200920140373.3	Utility Model
Our Company	發電機轉子翻轉裝置	2009.8.24	200920140398.3	Utility Model
Our Company	一種新型鼓形齒式聯軸器	2009.11.11	200920164634.5	Utility Model



<u>Name of applicant</u>	<u>Title</u>	<u>Application Date</u>	<u>Application Number</u>	<u>Type</u>
Our Company	可拆卸式渦流發生器	2009.11.25	200920164696.6	Utility Model
Our Company, China National Offshore Oil Corporation, CNOOC (Beijing) Energy Investment Co., Ltd.	一種絕緣防腐電力設備及其製作方法	2008.3.28	200810102934.0	Invention
Our Company, Beijing Goldwind	一種新型風力發電機	2009.1.8	200910113202.6	Invention
Our Company, Beijing Goldwind	一種風力發電機組機艙罩	2008.11.28	200830145971.0	Design
Our Company, Beijing Goldwind	風力發電機組葉輪鎖定系統	2009.9.27	200920164492.2	Utility Model
Beijing Tianyuan	一種通過前置適配器進行通訊協議適配的方法	2007.10.16	200710175921.1	Invention
Beijing Tianyuan	風力發電機組振動監測及故障診斷的方法	2008.8.25	200810118822.4	Invention
Beijing Tianyuan	風力發電機組發電機過速預警保護方法	2009.4.9	200910081712.X	Invention
Beijing Tianyuan	風力發電機組發電機測速及偏航檢測的方法	2009.4.9	200910081713.4	Invention
Beijing Tianyuan	風力發電機組偏航剎車盤防沙除塵裝置	2008.11.19	200820123827.1	Utility Model
Beijing Tianyuan	風力發電機組偏航剎車片過量磨損預警保護裝置	2008.12.15	200820124624.4	Utility Model
Beijing Tianyuan	一種風力發電機組垂懸電纜防護裝置	2008.12.22	200820124507.8	Utility Model
Beijing Tianyuan	風力發電機組發電機過電流及三相不平衡保護裝置	2009.4.9	200920106762.4	Utility Model
Beijing Tianyuan	一種葉針制動油缸裝置	2009.5.8	200920107942.4	Utility Model

<u>Name of applicant</u>	<u>Title</u>	<u>Application Date</u>	<u>Application Number</u>	<u>Type</u>
Vensys AG	新型直驅整流概念	2002.3.7	DE10210164A1	Invention
Vensys AG	直驅主動冷卻方式	2004.4.16	EP1586769A2 DE102004018758 A1	Invention
Vensys AG	一種用於固定永磁磁鋼到發電機轉子的方法	2007.9.20 2006.9.20 2007.9.8	CN101159339(A) DE102006044268A1 EP1903665A2	Invention
Vensys AG	用於風力發電場的發電機	2008.3.5 2007.3.6 2008.2.28	CN101299552(A) EP1968172A2 DE102007011261A1	Invention
Vensys AG	一種調整風力發電機轉子葉片攻角的設備	2008.3.12 2009.3.10	DE102008013926A1 WO2009/112024A2	Invention

(b) *Domain Name*

As of the Latest Practicable Date, we were the registered proprietor of the following domain names:

<u>No</u>	<u>Registered Owner</u>	<u>Domain name</u>	<u>Registration Date</u>	<u>Expiry Date</u>	<u>Name of Certificate</u>
1	Our Company	goldwind.org	2004.3.2	2014.3.2	International Domain Registration Certificate
2	Our Company	goldwind.cn	2004.5.13	2017.5.13	Domestic Domain Registration Certificate
3	Our Company	goldwind.biz	2008.1.14	2018.1.14	International Domain Registration Certificate
4	Our Company	002202.mobi	2008.1.14	2018.1.14	International Domain Registration Certificate
5	Our Company	goldwind.cc	2008.1.15	2018.1.15	International Domain Registration Certificate
6	Our Company	goldwindgermany.com	2009.7.28	2019.7.28	International Domain Registration Certificate
7	Our Company	devicesend.cn	2009.7.28	2019.7.28	China National Top Level Domain Registration Certificate
8	Our Company	devicesend.com	2009.7.28	2019.7.28	International Domain Registration Certificate
9	Our Company	devicesend.com.cn	2009.7.28	2019.7.28	China National Top Level Domain Registration Certificate
10	Our Company	etechwin.cn	2009.7.28	2019.7.28	China National Top Level Domain Registration Certificate
11	Our Company	etechwin.com	2009.7.28	2019.7.28	International Domain Registration Certificate

**4. FURTHER INFORMATION ABOUT THE DIRECTORS AND SUPERVISORS****A. Particulars of Directors' and Supervisors' service agreements**

Each of the Directors and Supervisors has entered into a service agreement with our Company on May 26, 2010 in compliance with relevant laws and regulations, the Articles of Association and the relevant regulations of arbitration. Each service agreement is for an initial term of three years commencing on March 25, 2010. Save as disclosed in this prospectus, none of the Directors or Supervisors has entered into a service agreement with our Group other than a service agreement expiring or terminable by the employer within one year without payment of compensation (other than statutory compensation).

**B. Directors' and Supervisors' remuneration****(a) Directors**

The aggregate remuneration paid and benefits in kind granted to the Directors for the three years ended December 31, 2007, 2008 and 2009 were approximately RMB14.1 million, RMB11.3 million and RMB8.5 million, respectively.

Save as disclosed in this prospectus, no other emoluments have been paid or are payable, in respect of the three years ended December 31, 2007, 2008 and 2009 by us to the Directors.

*Note: The aggregate remuneration paid and benefits in kind granted to Wu Gang and Guo Jian for the three years ended December 31, 2007, 2008 and 2009 were approximately RMB12.5 million, RMB9.3 million and RMB7.9 million, respectively.*

Under the existing arrangements currently in force, the aggregate remuneration payable and benefits in kind granted to the Directors for the year ending December 31, 2010 is estimated to be approximately RMB22.6 million.

**(b) Supervisors**

The aggregate remuneration paid and benefits in kind granted to the Supervisors (representative of employees) for the three years ended December 31, 2007, 2008 and 2009 were approximately RMB1.0 million, RMB1.1 million and RMB1.7 million, respectively.

Save as disclosed in this prospectus, no other emoluments have been paid or are payable, in respect of the three years ended December 31, 2007, 2008 and 2009 by us to the Supervisors.

Under the existing arrangements currently in force, the aggregate remuneration payable and benefits in kind granted to the Supervisors (representative of employees) for the year ending December 31, 2010 is estimated to be approximately RMB1.1 million.

## 5. DISCLOSURE OF INTERESTS

### A. Substantial Shareholders

So far as the Directors, the Supervisors, the chief executive of the Company are aware, immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised), the following persons, not being a Director, Supervisor or chief executive of our Company, had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any of our subsidiaries:

(a) *Interest in the Shares of our Company*

<u>Name of Shareholder</u>	<u>Immediately after the completion of the Global Offering (assuming the Over-allotment Option is not exercised)</u>		<u>Immediately after the completion of the Global Offering (assuming the Over-allotment Option is exercised in full)</u>	
	<u>Number of A Shares directly or indirectly held</u>	<u>Approximate percentage of issued share capital (%)</u>	<u>Number of A Shares directly or indirectly held</u>	<u>Approximate percentage of issued share capital (%)</u>
Xinjiang Wind Power <sup>(3)</sup> . . . . .	389,833,854(L)	14.8	386,921,738(L)	14.4
China Water <sup>(1)(3)</sup> . . . . .	725,897,521(L)	27.5	720,474,959(L)	26.7
China Three Gorges <sup>(2)(3)</sup> . . . . .	725,897,521(L)	27.5	720,474,959(L)	26.7
CB Fund . . . . .	161,280,000(L)	6.1	161,280,000(L)	6.0

The letter "L" denotes long position in the Shares.

Notes:

- (1) China Water (being a wholly owned subsidiary of China Three Gorges) directly holds 336,063,667 A Shares (assuming the Over-allotment Option is not exercised) or 333,553,221 A Shares (assuming the Over-allotment Option is exercised in full). Since China Water holds 33.9% of the issued share capital of Xinjiang Wind Power, under the SFO, besides directly holding interests in our Company, China Water is deemed to be interested in the 389,833,854 A Shares (assuming the Over-allotment Option is not exercised) or 386,921,738 A Shares (assuming the Over-allotment Option is exercised in full) held by Xinjiang Wind Power (38.9% of the interest in the share capital owned by the Xinjiang SASAC).
- (2) China Three Gorges (wholly owned by SASAC) is the holding company of China Water. Under the SFO, China Three Gorges is deemed to be interested in the 389,833,854 A Shares and 336,063,667 A Shares (assuming the Over-allotment Option is not exercised) or 386,921,738 A Shares and 333,553,221 A Shares (assuming the Over-allotment Option is exercised in full) held by Xinjiang Wind Power in which China Water is deemed to be interested and the A Shares directly held by China Water.
- (3) Pursuant to the *Implementing Measures for the Transfer of Part of the State-owned Shares to the NSSF in Domestic Securities Market*, jointly issued by the Ministry of Finance and four other ministries (Caiqi [2009] No. 94), state-owned Shareholder Xinjiang Wind Power after the A Shares offering shall transfer 11,001,352 A Shares held by it in our Company and China Water shall transfer 9,483,925 A Shares directly held by it in our Company to the NSSF. As of the Latest Practicable Date, the above mentioned transfer processes had not been undertaken.

(b) *Interest in our subsidiaries*

As of the Latest Practicable Date, so far as the Directors were aware, the following persons (who were independent of the Directors, Supervisors and Substantial Shareholders) were, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our subsidiaries:

<u>Name of Shareholder</u>	<u>Approx. % of shareholding</u>	<u>Name of subsidiary</u>
Vensys AG . . . . .	90	Vensys Elektrotechnik
Wagenfeld Schippmann . . . . .	10	

<u>Name of Shareholder</u>	<u>Approx. % of shareholding</u>	<u>Name of subsidiary</u>
Saarwind . . . . .	7.3	Vensys AG
Windpark . . . . .	2.1	
Vensys/Innowind . . . . .	20.6	
Goldwind Windenergy . . . . .	70	
Our Company . . . . .	75	Beijing Techwin
Beijing On-off Electric Equipment Co., Ltd. . . . .	25	
Beijing Tianrun . . . . .	51	Bayannur Fuhui
Shanghai Chengrui . . . . .	44	
Shanxi Ruijing Kemao Co., Ltd. . . . .	5	
Beijing Tianrun . . . . .	51	Shangdu Tianrun Wind Power Co., Ltd.
Shanghai Chengrui . . . . .	49	
Beijing Tianrun . . . . .	51	Sunite Youqi Tianrunlong Wind Power Co., Ltd.
Shanxi Wolong Investment Co., Ltd. . . . .	49	
Beijing Tianrun . . . . .	56	Beijing Xingqiyuan Energy Conservation
Beijing Xinghe Mingxin Consultation Co., Ltd. . . . .	24	Technology Co., Ltd.
Hubei Sanhuan Development Co., Ltd. . . . .	20	
Beijing Tianrun . . . . .	51	Qianguo Fuhui Wind Energy Co., Ltd.
Shanghai Chengrui . . . . .	49	
Beijing Tianrun . . . . .	51	Gannan Fuhui Wind Energy Co., Ltd.
Shanghai Chengrui . . . . .	49	
Beijing Tianrun . . . . .	51	Tongyu Fuhui Wind Energy Co., Ltd.
Shanghai Chengrui . . . . .	49	
Beijing Tianrun . . . . .	66	Yichun Taiyangfeng New Energy Co., Ltd.
Shenzhen Lianhe Huifeng Energy Co., Ltd. . . . .	34	
TianRun USA . . . . .	83	TianRun Uilk, LLC
Horizon Uilk, LLC <sup>(1)</sup> . . . . .	17	
Beijing Tianrun . . . . .	51	Jilin Tongli Wind Power Co., Ltd.
Li Yanjun . . . . .	25	
Zhao Shuyan . . . . .	24	
Beijing Tianrun . . . . .	51	Chifeng Huifeng New Energy Co., Ltd.
Chifeng Zhongren Wind Power Co., Ltd. . . . .	43	
Chifeng Zhongxin Lianyi New Energy Co., Ltd. . . . .	6	
Beijing Tianrun . . . . .	51	Shanghai Yicheng Electric Power Engineering
Shanghai Chengrui . . . . .	49	Co., Ltd.
Beijing Tianrun . . . . .	90	Chifeng Tianrun Xinneng New Energy Co., Ltd.
Chifeng Jinneng New Energy Co., Ltd. . . . .	10	

*Note:*

(1) The shareholder of Horizon Uilk, LLC is also a shareholder of Vensys/Innowind, who holds a 20.6% shareholding interest in Vensys AG.

Save as disclosed above, but without taking into account any H Shares that may be taken up under the Global Offering and any H Shares that may be issued and allotted pursuant to the exercise of the Over-allotment Option, the Directors are not aware of any person (not being a Director, Supervisor or chief executive of our Company) who will, immediately following the completion of the Global Offering, have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or be directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our subsidiaries.

**B. Interests and short positions of the Directors in the share or debenture capital of our Company or associated corporations**

Save as disclosed below, immediately following completion of the Global Offering (assuming that the Over-allotment Option is not exercised), none of the Directors, Supervisors and chief executive of our Company will have an interest or short position in the shares, underlying shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which will be required to be notified to us and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, in each case once the H Shares are listed on the Hong Kong Stock Exchange.

<u>Name of Director</u>	<u>Nature of Interest</u>	<u>Number of Shares</u>	<u>Approx. % of interest in our Company</u>
Wu Gang . . . . .	Beneficial Owner	40,167,040	1.79
Guo Jian . . . . .	Beneficial Owner	29,119,744	1.30

**C. Disclaimers**

Save as disclosed in this prospectus:

- (a) none of the Directors or Supervisors or any of the parties listed in paragraph 6E of this Appendix IX is interested in our Company, or in any assets which have, within the two years immediately preceding the date of this prospectus, been acquired or disposed of by or leased to our Company, or are proposed to be acquired or disposed of by or leased to our Company;
- (b) none of the Directors or Supervisors is materially interested in any contract of arrangement subsisting at the date of this prospectus which is significant in relation to our business;
- (c) save in connection with the Underwriting Agreements, none of the parties listed in paragraph 6E of this Appendix IX:
  - (i) is interested legally or beneficially in the shares of any member of our Group; or
  - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (d) save as disclosed under the paragraph headed “4. Further Information About the Directors and Supervisors” above, there are no existing or proposed service agreements (excluding contracts expiring or terminable by the employer within one year without payment of compensation other than statutory compensations) between any member of our Group and any Director or Supervisor;

- (e) none of the Directors or Supervisors or their respective associates or any of the Shareholders (who to the knowledge of the Directors owns more than 5% of our issued share capital) has any interest in any of our five largest suppliers and our five largest customers;
- (f) none of the Directors or Supervisors is a director or employee of a company which has an interest in our Shares and underlying Shares, which, once the H Shares are listed on the Hong Kong Stock Exchange, would have to be disclosed to us pursuant to Division 2 and 3 of Part XV of the SFO; and
- (g) apart from Wei Hongliang who is the vice president of our Company and Wang Jin who is the general manager of Beijing Goldwind, no amount or benefit has been paid or given within the two years preceding the date of this prospectus to the promoter nor is any such amount or benefit intended to be paid or given.

None of the Directors is interested in any business which competes or is likely to compete, either directly or indirectly, with our business.

## **6. OTHER INFORMATION**

### **A. Estate Duty**

The Directors have been advised that no material liability for estate duty under the PRC law is likely to fall on any member of our Group.

### **B. Litigation**

Save as disclosed in the paragraph headed “Legal Proceedings and Regulations” in the section entitled “Business” in this prospectus, as of the Latest Practicable Date, we had not been involved in any litigation, arbitration or administrative proceedings of material importance, and no such other litigation, arbitration or administrative proceedings was known to the Directors to be pending or threatened against any member of our Group.

### **C. Application for listing**

The Joint Sponsors have made an application on our behalf to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Shares. All necessary arrangements have been made enabling the securities to be admitted into CCASS.

### **D. Preliminary expenses**

The estimated preliminary expenses were approximately HK\$1.7 million and were paid or payable by us.

**E. Qualifications of experts**

The qualifications of the experts who have given opinions in this prospectus are as follows:

China International Capital Corporation Hong Kong Securities Limited	Licensed under the SFO for type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
Citigroup Global Markets Asia Limited	Licensed under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities as defined under the SFO
Hai Tong Capital (HK) Limited	Licensed under the SFO for type 6 (advising on corporate finance) regulated activity as defined under the SFO
Xinjiang Tianyang Law Firm	PRC legal advisors
Ernst & Young	Certified Public Accountants
Jones Lang LaSalle Sallmanns Limited	Property valuers

**F. No material adverse change**

The Directors have confirmed that there has been no material adverse change in our financial or trading position since December 31, 2009.

**G. Binding effect**

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

**H. Consents**

Each of China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Asia Limited, Hai Tong Capital (HK) Limited, Xinjiang Tianyang Law Firm, Ernst & Young and Jones Lang LaSalle Sallmanns Limited has given and has not withdrawn their respective written consent to the issue of this prospectus with the inclusion of its reports and/or letters and/or valuation certificates and/or the references to their names included herein in the form and context in which they are respectively included.

**I. Promoters**

The promoters of our Company are Xinjiang Wind Power, China Water, Wind Power Research Centre, Solar Energy Co., Beijing Junhe Weiye Investment Consultation Co., Ltd., Tao Yi, Wu Gang, Wei Hongliang, Gu Baoyu, Wang Bin, Hu Nan, Ma Hui, Guo Jian and Wang Jin. Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, security or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the Global Offering or the related transactions described in this prospectus.



**J. Financial Advisors**

We have appointed China International Capital Corporation Hong Kong Securities Limited and CCB International Capital Limited as our global financial advisors, and Haitong Securities Co., Ltd. as our PRC financial advisor to provide financial advisory services in relation to the Global Offering. The appointment of China International Capital Corporation Hong Kong Securities Limited, CCB International Capital Limited and Haitong Securities Co., Ltd. is at our own initiative and not a requirement under the Listing Rules and is separate and distinct from the appointment of the Joint Sponsors. Under the terms of their engagement, principal functions performed by our financial advisors include advising us on:

- selection of capital market;
- deal structuring;
- appointment of professional advisors;
- preliminary issues relating to potential offering and listing; and
- matters arising in connection with our existing listing of A Shares on the SZSE.

China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Asia Limited and Hai Tong Capital (HK) Limited are acting as the Joint Sponsors in our listing application and will take full responsibility in performing their duties in accordance with the Listing Rules. The roles of our global financial advisors and PRC financial advisor are different from the role of the Joint Sponsors who (i) are required by the Listing Rules to be appointed by us to assist with our initial application for the Listing; (ii) must be acceptable to the Stock Exchange; (iii) must perform their duties in accordance with the Listing Rules with impartiality; and (iv) must be independent from our Company. Each of the Joint Sponsors, China International Capital Corporation Hong Kong Securities Limited, CCB International Capital Limited and Haitong Securities Co., Ltd. in their capacity as financial advisors, has discharged their respective duties independently from different roles and perspectives and has not relied on the work done by each other as set out above in respect of the listing application.

**K. Compliance Advisor**

We will appoint Taifook Capital Limited as our compliance advisor upon the Listing in compliance with Rule 3A.19 of the Listing Rules.

**L. Bilingual prospectus**

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided under section 4 of the Companies Ordinance (Exemption of Companies and prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

**M. Miscellaneous**

- (a) Save as disclosed in this prospectus:
- (i) within the two years preceding the date of this prospectus, no share or loan capital of any member of our Group has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
  - (ii) no share or loan capital of any member of our Group is under option or is agreed conditionally or unconditionally to be put under option;

- (iii) no member of our Group has issued or agreed to issue any founder shares, management shares or deferred shares;
  - (iv) within the two years preceding the date of this prospectus, no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any of the shares or loan capital or any of our subsidiaries; and
  - (v) none of our equity and debt securities is listed or dealt in on any other stock exchange nor is any listing or permission to deal in such securities being or proposed to be sought.
- (b) We have no outstanding convertible debt securities.

**N. Taxation of holders of H Shares**

Hong Kong stamp duty will be payable by the purchaser on every purchase and by the seller on every sale, purchase and transfer of the H Shares. The duty is charged at the current rate of HK\$1.00 for every HK\$1,000.00 of the consideration or, if higher, the fair value of the H Shares being sold or transferred.